

Delaware Corporate Counseling Group

"Highly recommended for the top-quality corporate advice provided by a 'well-seasoned' team that displays the 'personal touch and great client service.'"

- Chambers USA

Partners

- Melissa A. DiVincenzo
- James D. Honaker
- Andrew M. Johnston
- Eric S. Klinger-Wilensky
- Patricia O. Vella
- Jeffrey R. Wolters

Counsel

- Frederick H. Alexander

Of Counsel

- A. Gilchrist Sparks III

Associates

- Nathan P. Emeritz

The Delaware Corporate Counseling Group provides expertise on matters involving the Delaware General Corporation Law. That expertise is particularly important to lawyers with law firms located outside of Delaware or in-house counsel who may be generally familiar with Delaware corporation law but do not deal with it on a full-time basis. Corporate counseling may involve corporate governance issues or may be more transactional in nature, including advice concerning mergers, acquisitions, spin-offs, financings and other complex transactions. Members of the Group are called upon for advice that ranges from sound bite answers to specific questions to providing formal written legal opinions. The Group's transactional work ranges from suggesting simple solutions to designing and structuring transactions for businesses and investors throughout the world.

In addition, members of the Group regularly serve as special counsel to boards of directors and board committees, particularly in situations involving potential conflicts of interest and fiduciary duty issues. Such representations often involve negotiated and hostile takeovers, going-private transactions, financings and other transactions with existing investors or management, audit committee investigations, and decisions with respect to insolvency and bankruptcy.

NEWS

▪ Morris Nichols Welcomes 2014 Fall Associate Class

Morris, Nichols, Arsht & Tunnell LLP is pleased to announce seven attorneys have joined the firm as part of the 2014 Fall Associate Class.

▪ 2015 U.S. News – Best Lawyers Ranks Morris Nichols Among “Best Law Firms” in Delaware

In the 2015 edition of the *U.S. News – Best Lawyers*® rankings of the “Best Law Firms”, Morris, Nichols, Arsht & Tunnell LLP was selected for inclusion in a diverse array of bankruptcy, corporate, intellectual property, and trust law practice areas in Delaware.

▪ 28 Morris Nichols Attorneys Listed in *The Best Lawyers in America*®

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- Emily B. Hagan
- Elizabeth A. Hecker
- Daniel D. Matthews
- Jason Tyler

2015

Morris Nichols is pleased to announce that 28 firm attorneys were selected for inclusion in the 2015 edition of The Best Lawyers in America®. Two partners received special recognition as 2015 Delaware Lawyer of the Year: Jack B. Blumenfeld for Litigation-Patent, and Kenneth J. Nachbar for Bet-the-Company Litigation.

- **17 Morris Nichols Attorneys Selected For Inclusion in Super Lawyers- Delaware Edition 2014**

Super Lawyers is a rating service of outstanding lawyers from more than 70 practice areas who have attained a high-degree of peer recognition and professional achievement. The selection process is multi-phased and includes independent research, peer nominations and peer evaluations.

- **Chambers USA 2014 Names 21 Morris Nichols Attorneys and 4 Practice Groups as Best in Delaware**

Chambers annually conducts in-depth interviews of commercial users of legal services to assess the strengths and reputations of US attorneys. Rankings are based on technical legal ability, professional conduct, client service, commercial astuteness, diligence, commitment, and other qualities most valued by clients.

- **Supreme Court Upholds Facial Validity of Fee-Shifting Bylaw Adopted by Nonstock Corporation**

In ATP Tour, Inc. v. Deutscher Tennis Bund, issued on May 8, 2014, the Delaware Supreme Court upheld the facial validity of a bylaw requiring an unsuccessful plaintiff in corporate litigation to reimburse the corporation for its litigation expenses if the plaintiff fails to obtain a judgment on the merits of its claim.

- **Morris Nichols Lawyers Named in Who's Who Legal: Mergers & Acquisitions 2014**

- **2014 Chambers USA Directory Ranks 21 Morris Nichols Attorneys as 'Leaders in their Field'**

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- **Morris Nichols Alert Featured in Harvard Law School Forum on Corporate Governance and Financial Regulation**

Morris Nichols' Delaware Alert: Don't Ask/Don't Waive Standstills & Attorneys' Fees in Delaware, was featured in the Harvard Law School Forum on Corporate Governance and Financial Regulation on November 18, 2013.

- **Rick Alexander Speaks at 2013 Boston Bar Association's First Annual M&A Conference: Everything Tender Offers**

Rick Alexander spoke on the panel Everything Tender Offers at the Boston Bar Association's First Annual Mergers & Acquisitions Conference in Boston, Massachusetts, November 13, 2013.

- **Morris Nichols Alert Featured on Harvard Law School Forum on Corporate Governance and Financial Regulation**

Morris Nichols' Delaware Alert: A Third Circuit Panel Strikes Down the Court of Chancery's Confidential Arbitrations was featured on the Harvard Law School Forum on Corporate Governance and Financial Regulation, November 8, 2013.

- **Patricia O. Vella Serves as Panelist at The University of Texas School of Law's 9th Annual Mergers and Acquisitions Institute: Navigating Fiduciary Duties in Private Company M&A**

The panel provided an analysis of the unique issues that arise in the context of acquisitions of private companies, including duties owed to holders of common and preferred stock, allocation of merger proceeds, and the effect of deemed liquidation and drag-along provisions.

- **Jeff Wolters Featured Presenter at TerraLex Paris General Sessions**

Jeffrey Wolters presented What's New in Delaware and Facilitating Multi-Jurisdiction Collaboration at the 2013 TerraLex Global Meeting in Paris, France, on September 27-28, 2013.

- **Morris Nichols Attorneys Named to 2014 Best Lawyers in America – 60 Practice Specialty Selections; 22 Top-Listed Practice areas; 5**

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Delaware Lawyers of the Year

Morris Nichols is pleased to announce that two thirds of the firm's partnership have been selected for inclusion in the 2014 edition of The Best Lawyers in America.

▪ **Chambers USA 2013 Names 17 Morris Nichols Attorneys and 4 Practice Groups as Best In Delaware**

The 2013 edition of Chambers USA: America's Leading Lawyers for Business today ranked seventeen Morris Nichols' attorneys and four practice groups as best in Delaware.

▪ **22 Morris Nichols Attorneys Selected for Inclusion in Super Lawyers – Delaware Edition 2013**

22 Morris Nichols attorneys have been selected for inclusion in Super Lawyers - Delaware Edition 2013.

▪ **Jeff Wolters, Mike Houghton Featured Authors in TerraLex Connections – Liability Exposure for Delaware Incorporated Companies**

Jeff Wolters and Mike Houghton co-authored Liability Exposure for Delaware Incorporated Companies – The Risk of an Escheat Audit and Delaware's New Voluntary Disclosure Program to Avoid Penalties appearing in the April 2013 issue of TerraLex Connections.

▪ **Morris Nichols Elects Patricia Vella, John DiTomo as Partners; Katherine Betterly as Special Counsel**

Morris Nichols is pleased to announce that Patricia O. Vella and John P. DiTomo have been elected partners, and that Katherine H. Betterly has been promoted to Special Counsel.

▪ **Morris Nichols Attorneys Named Delaware "Lawyers of the Year"**

Gil Sparks, Jack Blumenfeld, and Rick Alexander have been named 2013 Delaware Lawyers of the Year by the Best Lawyers in America publication in the Bet-the-Company Litigation, Intellectual Property Litigation, and Mergers and Acquisitions Law categories, respectively.

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- **28 Morris Nichols Attorneys Named to The Best Lawyers in America 2013**

28 Morris Nichols attorneys have been named to The Best Lawyers in America 2013 in twenty two practice areas.

- **Morris Nichols' Rick Alexander Named One of the Top Ten Most Highly Regarded Corporate Governance Lawyers in the World**

Rick Alexander has been named one of the top ten most highly regarded corporate governance lawyers worldwide by The International Who's Who of Corporate Governance Lawyers 2012.

- **Jeffrey Wolters Featured Speaker at Practising Law Institute Seminar: Going Private 2012: Doing the Deal Right**

Jeff Wolters served as a faculty speaker for the program entitled Legal Framework for Going Private Transaction at the Practising Law Institute (PLI) Going Private 2012: Doing the Deal Right Seminar in New York City, February 23, 2012.

- **Jeffrey Wolters, Amy Simmerman Featured Authors in Practical Law The Journal – Innovations in Poison Pill Drafting**

Jeffrey Wolters and Amy Simmerman authored Innovations in Poison Pill Drafting – appearing in the November 2011 issue of Practical Law The Journal.

- **Twenty-One Morris Nichols' Practice Areas Named in U.S. News/Best Lawyers 2011-2012 Rankings of Best Law Firms**

Morris, Nichols, Arsht & Tunnell LLP has been recognized in twenty-one practice areas in the U.S. News & World Report/Best Lawyers 2011 - 2012 "Best Law Firms" rankings.

- **Rick Alexander Speaks at 43rd Annual Securities Regulation Institute: Mergers and Acquisitions – A Delaware Checklist**

Rick Alexander served as a faculty speaker for the program entitled Mergers and Acquisitions – A Delaware Checklist at the Practising Law Institute's (PLI) 43rd Annual Securities Regulation Institute held

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November 9-11, 2011, in New York City.

- **Tarik Haskins, Curtis Miller, Eric Wilensky to Become Morris Nichols' Newest Partners**

Tarik J. Haskins, Curtis Miller and Eric Wilensky will become partners, effective January 1, 2012.

- **Morris Nichols Releases iPad App to Help Legal Professionals Navigate Delaware Law and Practice**

Morris Nichols is pleased to announce that its new iPad application, Morris Nichols' Delaware Bankruptcy Companion for iPad, is available as a free download from the App Store. It is the first in a series of Delaware practice-specific apps produced by Morris Nichols tailored for legal professionals. Morris Nichols becomes the first U.S. law firm to release a legal practice and procedures app for the iPad.

- **Jeff Wolters Presents at 2011 Northwestern Corporate and Securities Law Institute**

Bill Lafferty and Jeffrey Wolters served as panelists for the 31st Annual Ray Garrett, Jr. Corporate and Securities Law Institute, at the Northwestern University School of Law in Chicago.

- **Rick Alexander Elected Chair of Morris Nichols' Executive Committee**

Morris Nichols is pleased to announce that Rick Alexander has been elected Chair of the firm's Executive Committee.

- **Rick Alexander Presents at 42nd Annual Securities Regulation Institute: Important Developments in Delaware Corporate Law**

Rick Alexander served as a panelist for the session entitled Important Developments in Delaware Corporate Law at PLI's 42nd Annual Securities Regulation Institute held in New York City.

- **A. Gilchrist Sparks III Participates in Institutional Investor Educational Foundation Roundtable – Shareholder Democracy: Good, Bad or Unimportant?**

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Gil Sparks participated in the Institutional Investor Educational Foundation (IIEF) Roundtable “Shareholder Democracy: Good, Bad or Unimportant?” held in Philadelphia.

▪ **Morris Nichols Named a 2011 “Go-To Law Firm” for the Top 500**

Morris Nichols has been named a Go-To Law Firm for the Nation's top 500 companies by Corporate Counsel.

▪ **Rick Alexander Named 2011 Delaware M&A Lawyer of the Year by Best Lawyers**

Rick Alexander has been named Delaware Lawyer of the Year by the Best Lawyers in America Guide.

▪ **Morris Nichols Trial Team Contributes to eBay's Victory in Shareholder Dispute with craigslist**

William Lafferty headed the Morris Nichols trial team that represented eBay Inc. in its successful shareholder dispute against craigslist.

▪ **Rick Alexander Presents DealLawyers.com Webinar: Dissecting the Modern Poison Pill**

Rick Alexander served as a panelist for the DealLawyers.com Webinar entitled Dissecting the Modern Poison Pill

▪ **Rick Alexander Guest Contributor to The Conference Board Governance Center Blog: State Law Under Proxy Access**

Rick Alexander wrote State Law Under Proxy Access, an entry that appears on The Conference Board's Governance Center Blog

▪ **Morris Nichols Selected as Law Firm of the Year Finalist for The M&A Advisor's Middle-Market Financing Awards**

Morris Nichols has been named a finalist as Law Firm of the Year for The M&A Advisor's Middle-Market Financing Awards.

▪ **Lawdragon Names Four Morris Nichols Attorneys Among 500 Leading Lawyers in America**

Rick Alexander, Jack Blumenfeld, Bill Lafferty and Ken Nachbar have

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been named to the Lawdragon 500 Leading Lawyers in America 2010 guide.

- **Rick Alexander Moderates at Practising Law Institute: Going Private 2010: Doing the Deal Right – The Special Committee: Not just Window Dressing**

Rick Alexander moderated the session entitled The Special Committee: Not Just Window Dressing at the Practising Law Institute (PLI) Going Private 2010: Doing the Deal Right seminar.

- **Rick Alexander Speaks at 14th Annual National Institute on Negotiating Business Acquisitions**

Rick Alexander served as a featured panelist on two panels – Acquiring a Public Company and The Changing M&A Landscape: Trends and Recent Developments – at the 14th Annual National Institute on Negotiating Business Acquisitions presented by the ABA Section of Business Law.

- **Rick Alexander Speaks at SEC Hot Topics Institute – Board of Directors' Fiduciary Obligations in M&A and Recent Cases**

Rick Alexander served as a featured panelist for Board of Directors' Fiduciary Obligations in M&A and Recent Cases at the annual RR Donnelley SEC Hot Topics Institute.

- **Rick Alexander Authors The Role of the Board in Turbulent Times: Responding to Unsolicited Takeover Offers; Excerpts at Harvard Law School Forum on Corporate Governance and Financial Regulation**

Rick Alexander authored the report The Role of the Board in Turbulent Times: Responding to Unsolicited Takeover Offers issued today by The Conference Board Governance Center.

- **Rick Alexander Speaks at 29th Annual Ray Garrett, Jr. Corporate and Securities Law Institute - Developments in M&A**

Rick Alexander spoke on the panel Developments in M&A at the 29th Annual Ray Garrett, Jr. Corporate and Securities Law Institute.

- **Rick Alexander Quoted in National Law Journal - Focus on**

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Amendments to Delaware Corporation Law

Rick Alexander was quoted in The National Law Journal this week in an article analyzing the recent amendments to the Delaware General Corporation Law signed into law by Delaware Governor.

▪ **Rick Alexander Moderates at 21st Annual Corporate Law Institute - Role and Issues Faced by Financial Advisors**

Rick Alexander served as a faculty member and moderated the panel, Roles Played and Issues Faced by Financial Advisors in Today's Deals, at the Twenty-First Annual Corporate Law Institute at Tulane University Law School.

PRESENTATIONS

- Patricia O. Vella, *Current Issues in Delaware General Corporation Law* Coronado, CA
- Jeffrey R. Wolters, *Delaware Corporate Law Updates* Atlanta, October 2014
- Patricia O. Vella, *Shareholder Activism: Current Trends & Tactics* Minneapolis, October 2014
- Patricia O. Vella, *Developments in Delaware Law and Practice Affecting M&A* Minneapolis, October 2014
- Jeffrey R. Wolters, *Common Delaware Law Pitfalls for In-House Counsel* Chicago, October 2014
- Patricia O. Vella, *Supreme Court Review 2014: A Discussion of Decisions at the Highest State and Federal Judicial Levels* Wilmington, September 2014
- Patricia O. Vella, *Patricia O. Vella Interviews Vice Chancellor Laster* New York, June 2014
- Patricia O. Vella, *Patricia O. Vella Speaks on Top 5 M&A Questions Posed*

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to Delaware Counsel at ACG Silicon Valley M&A Dealmaker's Circle Palo Alto, June 2014

- James D. Honaker, Patricia O. Vella, *Vella and Honaker to Serve on Delaware State Bar Association's Delaware Corporate Law: Transactional & Litigation Panel* Wilmington, May 2014
- Patricia O. Vella, *Patricia O. Vella Serves as Speaker for Strafford M&A Webinar on Key Delaware Law Updates in 2014* Webinar, March 2014
- John P. DiTomo, Patricia O. Vella, *DiTomo and Vella Present in ABA Webinar on Great Hill Equity Partners Case* January 2014, Webinar
- Patricia O. Vella, *Patricia O. Vella to Serve as Speaker for Strafford Webinar/Teleconference – M&A Agreements: Limitations on Contractual and Extra-Contractual Liabilities* Webinar, December 2013
- Frederick H. Alexander, *Rick Alexander Speaks at 2013 Boston Bar Association's First Annual M&A Conference: Everything Tender Offers* Boston, November 2013
- Andrew M. Johnston, *Andrew Johnston Speaks at 4th Annual Western M&A Forum: Strategic M&A Involving Public Companies* Santa Clara, November 2013
- Patricia O. Vella, *Patricia O. Vella Speaks at Bloomberg Law/ABA CLE Program: The Board's Role in Retaining, Managing and Relying on Financial Advisors in M&A Transactions* New York City, May 2013
- Patricia O. Vella, *Patricia O. Vella Serves as Speaker for Strafford Webinar/Teleconference: M&A Key Delaware Rulings and Recent Developments* Webinar, May 2013
- Patricia O. Vella, *Patricia O. Vella Serves as Panelist at The University of Texas School of Law's 35th Annual Conference on Securities Regulation and Business Law* Dallas, February 2013

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- Patricia O. Vella, *Patricia O. Vella Serves as Panelist at The University of Texas School of Law's 8th Annual Mergers and Acquisitions Institute: Developments in Seller Liability in M&A* Dallas, October 2012
- Patricia O. Vella, *Patricia O. Vella Serves as Panelist at RR Donnelley SEC Hot Topics Institute: Key Issues in M&A* Houston, September 2012
- Tarik J. Haskins, Louis G. Hering, Kenneth J. Nachbar, Frederick H. Alexander, *Rick Alexander, Ken Nachbar, Lou Hering, Tarik Haskins Serve as Program Speakers at 2012 ABA Annual Meeting – Business Law Section* Chicago, August 2012
- Patricia O. Vella, *Patricia O. Vella Serves as Panelist at TexasBarCLE's 11th Annual Advanced In-House Counsel Program: Contractual Limitations on Extra Contractual Liabilities* Dallas, August 2012
- Patricia O. Vella, *Patricia O. Vella Serves as Speaker: Key 2011 Delaware Rulings for M&A, Corporate Governance and Alternative Entity Practice* Webinar, May 2012
- Patricia O. Vella, *Patricia O. Vella to Serve as Panelist at RR Donnelley SEC Hot Topics Institute: M&A Update 2012* Minneapolis, May 2012
- Patricia O. Vella, Frederick H. Alexander, *Rick Alexander and Patricia O. Vella Speak at ABA Business Law Section Spring Meeting* Las Vegas, April 2012
- Patricia O. Vella, *Patricia O. Vella Serves as Panelist for ABA Teleconference/Webcast: Negotiating the Termination Provisions in a Public Company Acquisition Agreement* Webcast, March 2012
- Patricia O. Vella, *Patricia O. Vella Serves as Panelist at The University of Texas School of Law's 34th Annual Conference on Securities Regulation and Business Law* Dallas, February 2012
- Patricia O. Vella, *Patricia O. Vella Serves as Panelist for Strafford Publications Webinar: M&A Agreements: Limitations on Contractual and*

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Extra Contractual Liabilities Webinar, November 2011

- Patricia O. Vella, *Patricia O. Vella Serves as Faculty Panelist at The University of Texas School of Law 7th Annual Mergers and Acquisitions Institute* Dallas, October 2011
- Louis G. Hering, Eric S. Klinger-Wilensky, Patricia O. Vella, Frederick H. Alexander, A. Gilchrist Sparks III, *Frederick Alexander, Louis Hering, Eric Klinger-Wilensky, Gilchrist Sparks and Patricia Vella Present at ABA Business Law Section Spring Meeting* Boston, May 2011
- Patricia O. Vella, *Patricia Vella Serves as Faculty Panelist in ALI-ABA Webcast – Contractual Limitations on Seller Liability in M&A and Other Transactions* Webcast, January 2011
- Patricia O. Vella, *Patricia Vella Serves as Panelist in ABA Teleconference/Webcast – Creating Contractual Limitations on Seller Liability that Work Post-Closing* Webcast, July 2010
- Louis G. Hering, Patricia O. Vella, A. Gilchrist Sparks III, *A. Gilchrist Sparks III, Lou Hering and Patricia Vella Serve on Panels at ABA Business Law Section Spring Meeting* Denver, May 2010
- Patricia O. Vella, A. Gilchrist Sparks III, *A. Gilchrist Sparks III, Patricia O. Vella Present at Office and Trial Practice: Corporate Law – Current Developments; Corporate Transactions – Best Practices* Wilmington, October 2009
- Andrew M. Johnston, R. Judson Scaggs, Jr., *Andrew Johnston and R.J. Scaggs, Jr. Speak at 31st Annual Securities Regulation and Business Law Conference* Dallas, February 2009

PUBLICATIONS

- Jeffrey R. Wolters, Nathan P. Emeritz, *The New Targets of Shareholder Litigation: Officer Liability Under Delaware Law* Insights: The Corporate & Securities Advisor, October 2014

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- Jeffrey R. Wolters, *Private Company Financings: Delaware Court Provides Guidance for Boards and Venture Funds* ABA Business Law Today, October 2014
- James D. Honaker, Jeffrey R. Wolters, *Analysis of the 2014 Amendments to the Delaware General Corporation Law* Wolters Kluwer Law & Business, September 2014
- Melissa A. DiVincenzo, Louis G. Hering, *2014 Amendments to Delaware's General Corporation Law, Alternative Entity Statutes and Contract Statute of Limitations* Bloomberg BNA's Corporate Accountability Report, Vol. 12, No. 31, August 1, 2014
- Melissa A. DiVincenzo, Louis G. Hering, *Considerations for Contractual Provisions Extending Statutes of Limitations* The Business Lawyer, Vol. 69, May 2014
- Louis G. Hering, Eric S. Klinger-Wilensky, *Delaware Third-Party Closing Opinions: An Outline on Basic Delaware Corporation and Limited Liability Company Opinions* PLI Legal Opinions in Business Transactions, Ch. 3, 2014
- Jeffrey R. Wolters, *Delaware Law Pitfalls in IPOs* ABA Business Law Today, November 2013
- John P. DiTomo, S. Mark Hurd, Frederick H. Alexander, *Morris Nichols Alert Featured on Harvard Law School Forum on Corporate Governance and Financial Regulation* Harvard Law School Forum on Corporate Governance and Financial Regulation (November 2013)
- James D. Honaker, Frederick H. Alexander, Daniel D. Matthews, *Rick Alexander, James Honaker, and Daniel Matthews Featured Authors in Insights: The Corporate & Securities Law Advisor* Insights: The Corporate & Securities Advisor (July 2013)
- Patricia O. Vella, *Patricia O. Vella Featured Author in The Review of*

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Securities & Commodities Regulation: Confidentiality and Standstill

Agreements The Review of Securities & Commodities Regulation, June 2013

- Jeffrey R. Wolters, *Jeff Wolters Featured Author in TerraLex Connections – Recent Delaware Decisions Guide US & Foreign Companies* TerraLex Connections, January 2013
- Jeffrey R. Wolters, *Jeff Wolters Featured Author in ABA Business Law Today – Reining in the “Liquidity Conflict” under Delaware Law* ABA Business Law Today, December 2012
- Jeffrey R. Wolters, *Decisions in Delaware Offer Important Guidance for US and Foreign Companies* TerraLex Connections, December 2012
- Melissa A. DiVincenzo, Louis G. Hering, *2012 Amendments to Delaware’s General Corporation Law and Alternative Entity Statutes* BNA’s Corporate Counsel Weekly, August 15, 2012, Vol. 256, No. 27
- Jeffrey R. Wolters, *Jeff Wolters Featured Author in ABA Business Law Today – Running a Proper Independent Committee Process: Practice Tips from Recent Delaware Cases* ABA Business Law Today, March 2012
- Jeffrey Wolters and Tom Kellerman, *Corporate Governance for Venture-Backed Companies* The Review of Securities & Commodities Regulation, March 2012
- James D. Honaker, Jeffrey R. Wolters, *Analysis of 2013 Amendments to the Delaware General Corporation Law* Aspen Publishers, Inc.
- Jeffrey R. Wolters, *Innovations in Poison Pill Drafting* Practical Law Journal, November 2011
- Frederick H. Alexander, Daniel D. Matthews, *Rick Alexander, Daniel Matthews in Corporate Counsel Weekly: The Multi-Jurisdictional Stockholder Litigation Problem and the Forum Selection Solution* BNA’s Corporate Counsel Weekly (May 2011)

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- Jason Tyler, *"Fasten Your Seatbelts, It's Going to Be a Bumpy Night": The Implications of Recent Delaware Case Law on the Film Industry* 2 N.Y.U. INTELL. PROP. & EENT. L. LEDGER 36 (2010)
- Melissa A. DiVincenzo, Frederick H. Alexander, *Is Common Stock the Preferred Security? Recent Judicial and Legislative Developments Affecting Preferred Stock* ABA Annual Meeting (November 2010)
- Melissa A. DiVincenzo, *Repose vs. Freedom – Delaware's Prohibition on Extending the Statute of Limitations by Contract: What Practitioners Should Know* Delaware Law Review, 2010, Vol. 12, No. 1
- Jeffrey R. Wolters, *Mergers, Corporate Attorney's Practice Guide* LexisNexis, (2012 ed.)
- *The State of M&A Deals in 2010* M&A Negotiation Series
- Andrew M. Johnston, *Andrew Johnston, Amy Simmerman Author Recent Delaware Law Developments in Advancement and Indemnification: An Analytical Guide* NYU Journal of Law & Business (January 2010)
- Andrew M. Johnston, *Recent Delaware Law Developments in Advancement and Indemnification: An Analytical Guide* 6 N.Y.U. J. L. & Bus. 81-126 (2009)
- James D. Honaker, *Analysis of 2009 Amendments to the Delaware General Corporation Law* Aspen Publishers, Inc. (2009)
- Frederick H. Alexander, *Corporate Directors Should Prepare for Rise in Unsolicited Takeover Offers* The Conference Board Governance, No. 309 (June 2009)
- Eric S. Klinger-Wilensky, *Corporate Governance Developments in a Recessionary Environment* Securities Regulation & Law Report, Vol. 41, No. 20 (May 18, 2009)
- Eric S. Klinger-Wilensky, *2007 Developments in Delaware Corporation*

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- Law Securities Regulation & Law Report*, Vol. 40, No. 19 (May 12, 2008)
- Frederick H. Alexander, *An Optimal Mix of Clarity and Flexibility Delaware Lawyer*, Vol. 26, No. 1 (Spring 2008)
 - James D. Honaker, Frederick H. Alexander, *Stockholders in Corporate Governance: Power to the Franchise or the Fiduciaries?: An Analysis of the Limits On Stockholder Activist Bylaws* 33 *Del. J. Corp. L.* 3 (2008)
 - Eric S. Klinger-Wilensky, *2006 Developments In Delaware Corporation Law On Directors: Good Faith, Duties In Zone Of Insolvency, And Structuring Deals* 39 *Securities Regulation & Law Report* 476 (Mar. 26, 2007)
 - Jeffrey M. Gorris, *Waivers of ERISA Plan Benefits: Preventing Judicial Interpretations of a Complex Statute from Frustrating the Statute's Simple Purpose* 155 *U. Pa. L. Rev.* 717 (2007)
 - Eric S. Klinger-Wilensky, William M. Lafferty, *Delaware Court of Chancery Suggests that Federal Securities Regulation do not Trump State Annual Meeting Law*
 - James D. Honaker, Frederick H. Alexander, *The Nuts and Bolts of Majority Voting Corporation*, Aspen Publishers, August 2006 (revised December 2006)
 - A. Gilchrist Sparks III, *A Comment Upon Unocal at 20 Delaware Journal of Corporate Law*, Vol. 31, No. 3, p. 887-889, 2006
 - James D. Honaker, Frederick H. Alexander, *Amendments Adopted to the Delaware Corporation Law* Bureau of National Affairs, Inc. (July 26, 2006)
 - A. Gilchrist Sparks III, *Corporate Democracy - What It Is, What It Isn't, and What It Should Be* Presentation at Tulane University, 18th Annual Law Institute, New Orleans, LA (February 2006)
 - James D. Honaker, *Toys "R" Us And The Revlon Test* INSIGHTS, The

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- Corporate & Securities Law Advisor (Aspen Law & Business, 2006)
- James D. Honaker, *A New Approach To Deal Protection In Delaware INSIGHTS*, The Corporate & Securities Law Advisor (Aspen Law & Business, 2005)
 - David A. Drexler, Lewis S. Black Jr., A. Gilchrist Sparks III, *Delaware Corporation Law and Practice* Matthew Bender (1987-2005)
 - S. Mark Hurd, Andrew M. Johnston, *Special Committees of the Board Corporate Governance: Law & Practice* (2004)
 - A. Gilchrist Sparks, III, Andrew H. Lippstone, *Changes in the Corporate Law After Enron: Emerging Director Liability Issues* Presentation at Tulane University, 15th Corporate Law Institute, New Orleans, LA (March 13-14, 2003).
 - Jon E. Abramczyk, James D. Honaker, *Going-Private "Dilemma"? --Not In Delaware* 58 Bus. Law. 1351 (2003)
 - Eric S. Klinger-Wilensky, *A Contractarian Critique of the Theory of Auto-Limitation: The Fundamental Law of International Relations* 150 U. Pa. L. Rev. 2011 (2002)
 - S. Mark Hurd, Andrew M. Johnston, *Special Committees of Independent Directors* Corporate Practice Series Portfolio No. 79 (The Bureau of National Affairs, Inc., 2002)
 - Lewis S. ___Black, *Beyond Boilerplate* THE DAILY DEAL (2000) (analysis of Delaware's new corporate opportunity statute)
 - Jon E. Abramczyk, *Drawing The "Thin Grey Line" – Defining Derivative Claims In The Context Of A Merger Under Delaware Law* 10 Securities News 2 (American Bar Association, Section of Litigation, 2000)
 - Lewis S. ___Black, *Shareholder Activists Target Director Powers* DIRECTOR'S MONTHLY (2000)

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- S. Mark Hurd, A. Gilchrist Sparks III, *Special Committees of Directors – When Does the Business Judgment Rule Apply and To What Extent Are Committee Proceedings Confidential* Delaware Law Review, Vol. 2 (Delaware State Bar Association 1999)
- Lewis S. ___Black, *The Director's Duty to be Honest* INSIGHTS, The Corporate & Securities Law Advisor, Vol. 13, No. 2, 22-24 (Aspen Law & Business, 1999)
- Lewis S. ___Black, *Why Delaware? A Practioner Gives Reasons for Incorporation* CORPORATE COUNSEL WEEKLY, Vol. 14, No. 40, 6-8 (The Bureau of National Affairs, Inc., 1999)
- Lewis S. ___Black, *"Dead Hand" Poison Pills on Trial in Delaware* Directors Monthly (1998)
- Lewis Black, Jr., Patricia A. O'Neill, *Certificates of Correction in Delaware* INSIGHTS, The Corporate & Securities Law Advisor, Vol. 12, No. 10, 17-19 (The Bureau of National Affairs, Inc., 1998)
- Andrew M. Johnston , *Contemporary Corporation Forms* (2d ed., Aspen Law & Business, 1998)
- Andrew M. Johnston , *Contemporary Corporation Forms* Part 5, Board Meetings: Directors, Officers and Managers; Part 7, Shareholders' Meetings, Elections, Voting and Notice (2d ed., Aspen Law & Business, 1998)
- Lewis Black, Jr., A. Gilchrist Sparks, III, David A. Drexler, *Delaware Corporation Law & Practice* (Matthew Bender & Co., Inc., 1996-98)
- A. Gilchrist Sparks III, *Special Committees and the Role of Outside Directors* Presentation at the 15th Annual M & A Lawyer Conference, New York, NY (February 2, 1998)
- A. Gilchrist Sparks, III, Eric L. Schnabel, *Stockholders v. Directors A Status Report on Defensive Measures* Presentation at University of

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Miami, Second Annual Institute on Mergers & Acquisitions, Miami, FL
(February 5, 1998)

- R. Judson Scaggs, Jr., A. Gilchrist Sparks III, *Delaware Law Issues in Spin-Offs And Split-Offs* Presentation at the Twenty-Fourth Annual Securities Regulation Institute, Coronado, CA (January 24, 1997)
- Jeffrey R. Wolters , *State Law On Going Private: Developments in Delaware Law* Securities Law Techniques, Vol. 5, Chapter 68
- A. Gilchrist Sparks III, *A Step Beyond - Reflections on the Jurisprudence of Chancellor William T. Allen* 22 Del. J. Corp. L. 921-27 (1997)
- William M. Lafferty, *Havens v. Attar: The Delaware Court of Chancery Re-Examines the Legal Standard for Advancement of Litigation Expenses for Directors and Officers* Corporation, Vol. 67, No. 15, 1-7 (Aspen Law & Business, 1997)
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