

CHAMBERS & PARTNERS

LEGAL PUBLISHERS

CHAMBERS USA

America's Leading
Lawyers for Business

2016
The Client's Guide

is ranked in Chambers USA 2016 as follows: DELAWARE

BANKRUPTCY/RESTRUCTURING

Bankruptcy/Restructuring Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Leading Individuals

Band 1

Abbott Derek C Morris, Nichols, Arsht & Tunnell LLP

Dehney Robert J Morris, Nichols, Arsht & Tunnell LLP

Band 3

Werkheiser Gregory W Morris, Nichols, Arsht & Tunnell LLP

Band 4

Schwartz Eric D Morris, Nichols, Arsht & Tunnell LLP

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. Also recognized for its strengths across loan workouts and reorganization proceedings, and in bankruptcy-related disputes.

Strengths

 (Quotes mainly from clients)

"They are very responsive, cost-conscious and excellent lawyers. They're worth every penny."

Work highlights Represented the unsecured creditors of Boomerang Tube after the company filed for Chapter 11 protection in Delaware.

Acted for the ad hoc committee of bondholders in the EveryWare Global bankruptcy. A prepackaged reorganization plan was confirmed in May 2015.

Notable practitioners *"Fantastic lawyer"* **Derek Abbott** is recommended for his representation of a range of stakeholders including debtors, creditors and transactional case constituents in bankruptcy proceedings and related litigation. He represented Fifth Street Finance as prepetition and debtor-in-possession lender in

bankruptcy proceedings worth more than \$6 million. Appreciative clients state that **Robert Dehney** is *"creative and gets the deal done"* and is *"a great mix of fighter and deal maker."* He is significantly experienced in representing both debtor and creditor groups in all issues that occur both before and after Chapter 11 filings, and is noted for his out-of-court reorganization and restructuring practice. Clients say **Gregory Werkheiser** *"spots issues and knows the law extremely well"* and is *"practical, proactive and has an extremely strong work ethic."* Werkheiser is noted for representing numerous parties in complex bankruptcy cases and restructurings. Recent highlights include his representation of the Teachers' Retirement Systems of Alabama in the bankruptcy case of Signal International. The case involved the restructuring of \$70 million of secured debt. Sources describe **Eric Schwartz** as *"a great lawyer and a pleasure to work with."* Schwartz acts for both creditors and debtors and frequently advises on real estate, tax, labor and pension matters concerning insolvency cases and restructurings.

Significant clients Convest Capital, Icahn Enterprises, Nortel Networks, Optim Energy, Overseas Shipholding Group.

CHANCERY

Chancery

Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Leading Individuals

Band 1

Lafferty William M Morris, Nichols, Arsht & Tunnell LLP

Nachbar Kenneth J Morris, Nichols, Arsht & Tunnell LLP

Band 3

Abramczyk Jon E Morris, Nichols, Arsht & Tunnell LLP

Hurd Mark Morris, Nichols, Arsht & Tunnell LLP

Scaggs, Jr R Judson Morris, Nichols, Arsht & Tunnell LLP

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 representing an extensive array of clients in lawsuits concerning M&A, takeover battles and proxy contests, among other matters.

Strengths

 (Quotes mainly from clients)

"I have a very good impression of them, both individually and of the firm as a whole. They're excellent people, outstanding trial lawyers, and are a pleasure to work with."

"They've been on top of the facts and the law from the moment the case was filed; they've been very responsive, and have identified a number of cutting edge legal issues."

Work highlights Represented the conflict committees of Kinder Morgan Energy Partners in a case that challenged the company's \$27 billion reorganization.

Represented Nabors Industries in litigation stemming from its merger with C&J Energy. The team successfully reversed a preliminary injunction issued in the Court of Chancery.

Notable practitioners According to sources, **Kenneth Nachbar** is an *"absolute powerhouse"* who *"commands respect simply by being the most prepared and smartest person in the room."* He is a leading corporate litigator and is well known for his handling of disputes arising from corporate transactions and shareholder activism.

Jon Abramczyk is *"very efficient, very knowledgeable and easy to deal with,"* say sources. He has a thriving practice that focuses on litigation related to M&A and corporate governance. Interviewees attest that the *"terrific"* **Judson Scaggs** is *"very knowledgeable in the law, but also a good strategic thinker."* He is well known for his expertise in litigating challenges to recapitalizations and M&A, among other matters.

William Lafferty has over two decades of experience in commercial and corporate litigation. He is praised for his handling of high-stakes M&A litigation as well as his work in shareholder class and derivative actions and proxy contests. Market commentators praise him as *"an outstanding trial lawyer"* who is *"bright, works incredibly hard for his clients and never gives you anything but sound judgment."* Sources praise **Mark Hurd** for being *"extremely knowledgeable, efficient and responsive."* He is well known for his representation of committees of independent directors in shareholder derivative litigation. Recent highlights include his representation of the Special Committee of Zhongpin, in which he successfully reversed the Court of Chancery's denial of a motion to dismiss a shareholder action.

Significant clients Atrium Hotels, Diagnostic Laboratories, Eastman Chemical Company, Nu Skin Enterprises, Sony Entertainment.

CORPORATE/M&A & ALTERNATIVE ENTITIES

Corporate/M&A & Alternative Entities

Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Alternative Entities

Leading Individuals

Senior Statesmen: distinguished older partners

Tuthill Walter C. *Morris, Nichols, Arsht & Tunnell LLP*

Band 1

Hering Louis G. *Morris, Nichols, Arsht & Tunnell LLP*

Band 3

Harris David A. *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*

Vella Patricia O. *Morris, Nichols, Arsht & Tunnell LLP*

Wolters Jeffrey. *Morris, Nichols, Arsht & Tunnell LLP*

Up-and-coming individuals

Klinger-Wilensky Eric S. *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 deep experience working on matters in the oil and gas master limited partnership space. Also plays an important role in drafting and updating Delaware's alternative entities statutes.

Strengths (Quotes mainly from clients)

"They do first-rate work – they're fantastic. They are very knowledgeable and have deep expertise on the relevant law."

"They're just always available and always prompt – I absolutely love that. They also know how we work, they know what we like and what we don't like. It makes the process much more efficient."

Work highlights Provided advice to Delek US Holdings on its acquisition of a 48% stake in Alon USA Energy, worth \$572.4 million.

Advised members of Hilton Worldwide's special committee on its purchase of properties from majority stockholder Blackstone Affiliates. The transaction was valued at approximately \$2 billion.

Notable practitioners The *"very seasoned and well-regarded"* Frederick Alexander enjoys a fine reputation for his expertise in M&A and corporate governance matters and maintains a strong track record for his counsel to boards of directors and board committees. He is also highly regarded for his strengths in IPOs. Sources commend Eric Klinger-Wilensky for his

"deep understanding of the law and practical advice."

He is an up-and-coming figure in the market and frequently helps both corporations and investors on the structuring of capital investments. Andrew Johnston is *"a strong adviser and incredibly responsive,"* reports one appreciative client. He is praised for his work advising corporations on Delaware law and has experience working with a variety of parties in an array of matters including conflict transactions, sale of control and hostile takeovers. Jeffrey Wolters is experienced in M&A transactions, proxy contests and independent committee matters. His recent highlights include advising Staples in its \$6.3 billion acquisition of Office Depot. The *"very smart and experienced"* Louis Hering is highly recommended for his corporate work; he is well known for his expertise on limited partnerships and limited liability companies. Clients say David Harris is *"a fantastic lawyer who's very commercial and pragmatic."* He is praised for his knowledge on issues relating to private equity funds and other investment vehicles organized as Delaware entities. The *"very well-regarded"* Patricia Vella is noted for her expertise in structuring complex transactions and she regularly counsels boards of directors on their fiduciary duties. She is also regularly engaged to provide counsel on corporate governance matters. Walter Tuthill comes recommended for his alternative entities work and is highly experienced in the banking and insurance arena. *"He has broad knowledge which becomes important when you want to negotiate an agreement,"* a satisfied client reports.

Significant clients Advent, Barclays, Family Dollar Stores, Koch Industries, Merck & Co.

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 3

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 unrivaled bench strength and is also regularly engaged to advise on copyrights, trademarks and trade secrets matters.

Strengths (Quotes mainly from clients)

"They have highly skilled attorneys who are effective advocates for clients."

"It's a good firm with very solid partners and very good junior and senior-level associates."

Work highlights Represents Agilent, Affymetrix and Life Technologies in patent infringement cases related to immobilized nucleic acid arrays.

Represents the plaintiffs in patent infringement cases involving UCB's Vimpat drug.

Notable practitioners Market commentators say Jack Blumenfeld remains *"the most respected patent litigator in this market"* and is *"an excellent leader, with very strong technical skills and very strong legal skills."* Recent highlights include acting as lead counsel for UCB in patent infringement cases relating to transdermal delivery systems. Mary Graham is described by sources as *"outstanding – very smart, hard-working, responsive and knows the different judges in the district well."* She has experience in a wide

range of industries and has expertise in representing clients in trade secrets, patent and licensing and copyright cases both in trial and appellate courts. The *"terrific"* Karen Jacobs has a highly regarded IP practice that focuses on patent litigation. She is also frequently involved in copyright, unfair competition and trademark disputes. Sources say Maryellen Noreika is *"really, really good, a very skilled litigation attorney"* who is *"good technically and strong legally."* She is active in an array of industries including medical devices, pharmaceuticals and biotechnology. Rodger Smith has a thriving IP practice that is especially focused on patent litigation. He serves as lead counsel for Solenis in patent cases concerning the extraction of corn oil from corn-to-ethanol production streams. Thomas Grimm is an established trial lawyer with expertise in IP as well as general business litigation. Recent highlights include representing Gevo in a patent infringement case relating to the use of isobutanol. Michael Flynn is building an IP litigation practice in a range of industries, but has particular focus on networking, web-based technology and retail technology.

Significant clients AbbVie, Comcast, Genentech, GlaxoSmithKline, Oracle.

MORRIS NICHOLS ARSHT & TUNNELL LLP

Leaders

ABBOTT, Derek C

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9357
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
302 351 9211
jabramczyk@mnat.com

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 (JD, cum laude, 1985); Tulane Law Review, Senior Managing Editor (1984-1985), Editor (1983-1984); The Wharton School of the University of Pennsylvania (BS and BA, 1982).

ALEXANDER, Frederick H

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9228
falexander@mnat.com

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 CPS (BNA 2010).

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

BLUMENFELD, Jack B

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9291
jblumenfeld@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual property and 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

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9353
rdehney@mnat.com

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

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9661
mflynn@mnat.com

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.

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 (JD, cum laude, Order of the Barristers, 2009); Swarthmore College (BA 1997). Admissions: Delaware, USDC (Delaware), Federal Circuit.

GRAHAM, Mary B

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9199
mgramham@mnat.com

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; US District Court, District of Delaware, Intellectual Property Advisory Committee.

Career: Law Clerk to The Honorable Walter K Stapleton, US 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

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9595
tgrimm@mnat.com

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).

HARRIS, David A

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9351
dharris@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group: Practice includes partnership, limited liability company and statutory trust law; legal opinions (including fund formation, SPE, perfection and third-party closing opinions); financing

transactions (including UCC Article 9 issues); and general commercial law matters, with an emphasis on issues relating to the formation, operation and termination of private equity funds, mutual funds and other investment vehicles organized as Delaware entities.

Professional Memberships: ABA Business Law Section; Delaware State Bar Association, Commercial Law Section (Past Chair).

Personal: Salisbury University (BA, summa cum laude, 1993); University of North Carolina School of Law (JD, with honors, 1996).

HERING, Louis G

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9213
lhering@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group, focusing on M&A, organization and structuring of all Delaware alternative entities, and opinions on full range of Delaware legal issues.

Professional Memberships: ABA Business Law Section Committee on LLCs, Partnerships and Unincorporated Business Associations, Chair of LLC Sub-committee, Co-Chair of Single Member LLC Agreement drafting project, TriBar Opinion Committee; DSBA Committees responsible for updating Delaware limited liability company, partnership and statutory trust acts.

Career: Law Clerk to Honorable Carolyn Berger, Delaware Court of Chancery (1986).

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

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

HURD, S. Mark

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9354
shurd@mnat.com

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 (JD, cum laude, 1993); Georgetown University (BSFS, magna cum laude, 1990).

MORRIS NICHOLS ARSHT & TUNNELL LLP

ISKEN, Donald Nelson

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9222
disken@mnat.com

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, Former Board Member; Wilmington Renaissance Corporation, Former Board Member.

JACOBS, Karen

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9227
kjacobs@mnat.com

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).

Publications: Patent Litigation, Attorney-Client Privilege and Work Product Immunity, PLI (2015); Pretrial Preparation, ANDA Litigation: Strategies and Tactics for Pharmaceutical Patent Litigators (2012); Legitimate Businesses Get Caught in the Web: Does the Anticybersquatting Protection Act Go Too Far?, Delaware Law Review (2008).

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
ajohnston@mnat.com

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 Committees 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 (JD, cum laude, 1982); Kenyon College (AB, summa cum laude, 1979).

KLINGER-WILENSKY, Eric S

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9169
ewilensky@mnat.com

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 (vice-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 (JD, cum laude, 2003); Executive Editor, University of Pennsylvania Law Review; Hofstra University (BA, summa cum laude, 2000).

LAFFERTY, William M

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9341
wlafferty@mnat.com

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 (BS, BA, 1985); The Dickinson School of Law (JD, 1989), Articles Editor, Dickinson Law Review (1988-89).

NACHBAR, Kenneth J

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9294
knachbar@mnat.com

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
302 351 9278
mnoreika@mnat.com

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
302 351 9340
rscaggs@mnat.com

Featured in Chancery (Delaware)

Practice Areas: Corporate & Business Litigation Group focusing on corporate law issues, business disputes, defense of corporate directors, M&A, recapitalizations, class and derivative matters, and corporate and alternative entity disputes.

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

Career: US Marine Corp. Artillery Officer, attained rank of Captain (1981-1985).

Publications: Co-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
302 351 9308
eschwartz@mnat.com

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 (JD 1992); Member, Villanova University Environmental Law Journal; New York University (MBA 1989); Georgetown University (BSBA, cum laude, 1984).

SMITH II, Rodger D.

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9205
rsmith@mnat.com

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.

TUTHILL, Walter C

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9204
wtuthill@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group. Focus on partnership, LLC and statutory trust law, bank and insurance regulatory matters, consumer banking law and general M&A and contract law.

Professional Memberships: ABA Business Law Section Committee on Partnerships and Unincorporated Business Associations; Delaware State Bar Association, Corporate Law Section, former Chairman, Partnerships/LLC Subcommittee.

Publications: Unclaimed Property, BNA Corporate Practice Series No. 74-2nd (2006); The General Partnership, LP and LLP:

Formation and Organization; Transactional Lawyer's Desk Book: Advising Business Entities' (West Publishing Co., 2001)

Personal: Northwestern University (MM and JD, cum laude, 1977); Denison University (BA, 1973).

VELLA, Patricia O

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9349
pvella@mnat.com

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
302 351 9229
gwerkheiser@mnat.com

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 DC.; Member: American Bar Association; American Bankruptcy Institute; Turnaround Management Association; and INSOL International.

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

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

WOLTERS, Jeffrey R

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9352
jwolters@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate counseling; mergers and 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 (JD, 1992); Virginia Law Review (Articles Editor, 1991-1992); University of Delaware (BA, 1988).

MORRIS NICHOLS ARSHT & TUNNELL LLP

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

www.mnat.com tel: 302 658 9200 fax: 302 658 3989

Executive Committee Chair: Rodger D. Smith II
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 17,000 attorneys in nearly 100 countries.

Main Areas of Practice:

Banking & Financial Services:

The firm represents lenders, borrowers, issuers and investors in all forms of financing transactions. It provides bank and insurance regulatory counseling and represents clients before Delaware's Office of the State Bank Commissioner and Department of Insurance.

Business Reorganization & Restructuring:

The firm has been recognized as one of the premier restructuring and reorganization practices in the United States. It 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. Attorneys from this practice group act as either lead or co-counsel, and have had major roles in virtually every significant chapter 11 case filed in Delaware over the last three decades.

Commercial Transactional/Alternative Entities:

The firm provides a complete range of commercial law services including advice on all types of alternative entity matters. It handles a variety of complex transactions including working with in-house and outside counsel in structuring and documenting such transactions.

Corporate Counseling:

Morris Nichols advises clients on complex corporate transactions and corporate governance issues. It represents boards of directors or board committees, particularly in transactions that may involve director or stockholder conflicts of interest. It 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 corporate litigation practice focuses on matters related to the law governing corporations and alternative entities. Its proceedings in the Delaware Court of Chancery, Delaware Supreme Court and other courts throughout the US often involve 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. Morris Nichols 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. It represents clients in commercial, contract and business disputes of virtually every kind.

Intellectual Property:

Morris Nichols is renowned as the premier patent litigation firm in Delaware. It has 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. In fact, Lex Machina reported that Morris Nichols led Delaware and US firms in patent litigation activity, "handling more cases in 2014 than any other Delaware firm—or any other firm in the nation."

Real Estate:

The firm's 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, condominium development, 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. It also provides federal income, estate, gift and generation skipping transfer tax advice to individuals, trusts, estates, business enterprises and their owners, and charitable organizations nationwide.

PRACTICE AREAS

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

OFFICES

DELAWARE

WILMINGTON: 1201 North Market Street, PO Box 1347, DE 19899
Tel: 302 658 9200 Fax: 302 658 3989

Clients:

General Clients: AbbVie; Agilent Technologies, Inc.; Alcatel-Lucent; AT&T Wireless Services, Inc.; Barclays Financial Corp.; Barnes & Noble Inc.; Cisco Systems, Inc.; Comcast Corp.; Eastman Chemical Company; Eaton Corporation; eBay Inc.; Edwards Lifesciences; ELAN Corporation plc; Fortistar Capital Inc.; Goodrich Corporation; GlaxoSmithKline; Honeywell International Inc.; Lucite International, Inc.; Merck & Co., Inc.; Motorola, Inc.; Nokia Corporation; Pfizer Inc.; The Dow Chemical Company; TPG Capital; Wal-Mart Stores, Inc.

Representative Restructuring/Bankruptcy Engagements:

Debtors: Delta Petroleum, Hercules Offshore, Laboratory Partners, Nortel Networks, One Madison Park, Optim Energy, Ormet, Overseas Shipholding Group, Security National Properties, Seegrid, Tamara Mellon Brand, WP Steel.
Cross-Border Cases: Forest Oil, Fraser Papers, Hollinger, Zodiac Pool Solutions.
Official Committees in: Baxano, Boomerang Tube, Exide Tech., Syms/Filen's Basement.
Lenders, Bondholders, Agents, Indenture Trustees and Ad Hoc Committees in: Cache, Colt Holding, Dendreon, Edwin Watts Golf, Endeavor Int'l, Fuhu, Harry & David, Longview Power, Mineral Park, Molycorp, MSD Performance, RadioShack, Trump Entertainment Resorts, Verso.
Equity Holders in: Energy Future Holdings, Caesars.
Acquirers: DISH Network, Great Lakes Copper, Fifth Street Finance, Fortistar, Fuddrucker's Restaurants, RCI (Ritz Camera).

**MORRIS
NICHOLS
ARSHT &
TUNNELL**

