

CHAMBERS & PARTNERS

LEGAL PUBLISHERS

CHAMBERS USA

America's Leading
Lawyers for Business

2017
The Client's Guide

is ranked in Chambers USA 2017 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 Sources praise the team for being “quick, responsive and proactive,” while a client describes the firm as their “first choice in Delaware.”

Work highlights Represented AT&T as a creditor in MYCOM’s proceedings in the Delaware Chancery Court.

Significant clients Eureka Hunter Holdings, Hercules Offshore, KaloBios Pharmaceuticals, Nortel Networks, Oaktree Capital Management.

Notable practitioners

Derek Abbott is described as “a standout” and “one of the best lawyers in town” by sources. He represents

debtors and creditors in bankruptcy proceedings and litigation. He recently acted on behalf of Tamara Mellon Brand as debtors’ counsel in a \$12 million reorganization plan. **Robert Dehney** is “excellent in a courtroom and a very good orator,” according to one source, and is praised as “a creative thinker” by another. He represents debtors and creditors at all stages of Chapter 11 proceedings, including out-of-court reorganizations and restructurings. Sources deem **Gregory Werkheiser** a “first-rate bankruptcy technician” and note that he “works incredibly hard on behalf of clients and does a great job of anticipating issues.” Much of his practice is devoted to bankruptcy appellate matters, and he also represents various parties in a variety of other complex bankruptcy disputes and restructurings. **Eric Schwartz** “focuses on the important issues and drives toward resolution,” according to market sources. He focuses on complex restructurings, acting for debtors and creditors in a range of insolvency matters, including dissolutions and foreclosures.

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. Regularly advises special committees of independent directors on conflict of interest issues.

Strengths Peers say the team is “at the top of their game.” Another comments that “they are responsive, supportive and work seamlessly with us as real partners in representing our clients’ interests in Delaware.”

Work highlights Represented Ad-Venture Capital Management in an appraisal case in which the Delaware Court of Chancery awarded an appraisal value of more than 2.5 times the merger price.

Significant clients Caesars Entertainment, Duke Energy, Eastman Chemical, MidCoast Community Bank, Nabors Industries.

Notable practitioners

Market commentators describe **William Lafferty** as “the best litigator in Delaware” and “one of the real go-to

guys in the chancery Bar.” He has substantial experience as a commercial litigator, handling M&A and proxy contests as well as advising clients with respect to representations of special negotiating committees and special litigation committees. Sources regard **Kenneth Nachbar** as “very bright and very savvy about the appellate process in Delaware” and an “excellent lawyer” who gives “precise and concise advice which is highly appreciated.” Sources describe **Jon Abramczyk** as “a renowned litigator with tremendous knowledge of the law and superb skills and experience.” He regularly represents major Fortune 500 companies in corporate litigation in Delaware. **Mark Hurd** specializes in business and corporate litigation. His recent work highlights include representing Capital One Financial Corporation in response to claims that the directors had breached their fiduciary duty of oversight. **Judson Scaggs** is praised for his “down-to-earth, common-sense approach” to corporate litigation. He handles a broad range of corporate and M&A litigation, with a particular focus on class and derivative matters.

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

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, as well as advising on deals involving some of the most prominent national private equity, hedge and mutual funds. Also plays an important role in drafting and updating Delaware's alternative entities statutes.

Strengths Sources praise the team as "extremely helpful and very responsive," as well as "very proactive" and "good communicators."

Work highlights Advised Alliance Fiber Optic Products regarding its \$305 million sale to Corning.

Significant clients Bayer, Carmike Cinemas, Hilton Worldwide, Koch Industries, OppenheimerFunds.

Notable practitioners

Louis Hering has extensive experience advising MLPs and limited liability companies on the full range of corporate activity. He recently acted for BlackRock in its recent \$87 billion acquisition of Bank of America's money-market fund business. **Andrew Johnston** is

praised for his "good mix of corporate sophistication and familiarity with the Delaware courts and judges." He advises corporations on a range of Delaware corporate law issues, including conflict of interest transactions, and issues relating to the fiduciary duties of directors and stockholders. **Patricia Vella** is highly regarded for her "very deep knowledge of Delaware case law" and for being "very responsive and a pleasure to work with." She advises corporate clients on M&A and other significant transactions. **Jeffrey Wolters** is "not just a legal expert but an industry expert," according to one source, while another praises him as "very collegial, smart and thorough." His clients include boards of directors and board committees for public and private companies based in Delaware. **Frederick Alexander** is a "very sharp guy" with substantial experience counseling boards of directors and board committees on a range of corporate governance and transactional matters. **Eric Klinger-Wilensky** assists companies and special committees with structuring capital investments, transactions and corporate governance issues. He is praised for being "very responsive and knowledgeable."

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 unrivaled 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.

Strengths One interviewee highlights the firm as "very efficient" and adds: "They're very, very good and know the courts extremely well."

Work highlights Served as lead counsel for Agilent Technologies in a case brought against it by Enzo Life Sciences concerning nucleic acid arrays.

Significant clients Comcast, Dow Chemical, Edwards Lifesciences, Google, Pfizer.

Notable practitioners

Jack Blumenfeld has an outstanding reputation in the market and is singled out by sources as "the best IP lawyer in Delaware" and "in a class of his own." He is noted as a specialist in patent litigation and excels in complex technology cases. **Mary Graham** is singled out for her knowledgeable counsel and is praised by one source for "making sure we're as well

armed as we can be." Graham acts for a broad range of clients, including pharmaceutical, software and chemical companies in IP disputes in both trial and appellate courts. Experienced patent litigator **Karen Jacobs** is described by one source as "a great lawyer, very smart and very polished." She is also highly regarded for her counsel in copyright, trade secret and unfair competition disputes. **Maryellen Noreika** is a highly regarded practitioner who is sought after for her expert counsel in complex patent disputes and has extensive experience handling cases in the biotechnology, pharmaceutical and consumer product arenas. **Thomas Grimm** is a well-established IP lawyer, who maintains a fine reputation for his expertise in trademark and copyright disputes, as well as patent litigation. He is also noted for his counsel in trade secret cases. **Michael Flynn** is a talented associate and is active in many of the firm's major IP cases. He is particularly recognized for his work relating to web-based and retail technologies. **Rodger Smith** has a strong reputation for his skills in patent litigation and other IP disputes. He served as lead counsel in a trade secret misappropriation action for Dow Chemical in the Delaware Court of Chancery.

MORRIS NICHOLS ARSHT & TUNNELL LLP

Leaders

ABBOTT, Derek C

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9357
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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 & 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
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 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,
Wilmington
302 351 9291
jblumenfeld@mnat.com

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

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
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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.

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.

GRAHAM, Mary B

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9199
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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

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).

HERING, Louis G

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

Practice Areas: Commercial Law Counseling Group, focusing on private equity and hedge funds, 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, Board of the Working Group on Legal Opinions, TriBar Opinion Committee; DSBA Committees responsible for updating Delaware's LLC, 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
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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
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

MORRIS NICHOLS ARSHT & TUNNELL LLP

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
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); 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
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 (J.D., cum laude, 1982); Kenyon College (A.B., 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 (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

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

NACHBAR, Kenneth J

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9294
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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: 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: U.S. 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
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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

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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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

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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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
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.

MORRIS NICHOLS ARSHT & TUNNELL LLP

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,
Wilmington

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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: 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 15,000 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. Morris Nichols consistently leads by double digits Delaware firms in IP representation before the US District for the District of Delaware. In Lex Machina's 2016 Patent Litigation Year in Review report on patent litigation trends in the United States, Morris Nichols had 181 patent cases filed in 2016. That's an impressive 40% of all patent litigation cases filed in Delaware and more than any other firm in the state.

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

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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, KaloBios Pharmaceuticals Inc., Laboratory Partners, Nortel Networks, One Madison Park, Optim Energy, Ormet, Overseas Shipholding Group, Premium Transportation Services Inc., Seegrid, Seventy Seven Energy Inc., Tamara Mellon Brand, Venoco Inc., WP Steel.

Cross-Border Cases: Forest Oil, Hanjin Shipping Co. Ltd., Zodiac Pool Solutions.

Official Committees in: Abeinsa Holding Inc., Boomerang Tube, Exide Tech., Syms/Filene's Basement.

Lenders, Bondholders, Agents, Indenture Trustees and Ad Hoc Committees in: Cache, Edwin Watts Golf, Endeavor Int'l, Fuhu, Key Energy Services Inc., Longview Power, Mineral Park, MolyCorp, RadioShack, Trump Entertainment Resorts, Verso.

Equity Holders in: Aeropostale Inc., Energy Future Holdings, Caesars, Magnum Hunter Resources Corp., Modular Space Corp.

Acquirers: DISH Network, Fifth Street Finance, Fortistar, Fuddruggers Restaurants, RCI (Ritz Camera).

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