

MORRIS NICHOLS ARSHT & TUNNELL



THOMAS W. BRIGGS JR.
PARTNER

(302) 351-9631 T

(302) 498-6226 F

tbriggs@mnat.com

PRACTICE AREAS

Corporate & Business Litigation
Trusts & Estates Litigation
Alternative Entities
Appraisals & Business Valuations
Business & Contract Litigation
Class & Derivative Actions
Contests for Corporate Control
Mergers, Acquisitions & Divestitures
Special Committees
Statutory Proceedings under
Delaware's Business Statutes
Stockholder Activism

EDUCATION

J.D., magna cum laude, 2001,
University of Pittsburgh School of
Law
B.A., 1992, University of Chicago

ADMISSIONS

Delaware, 2001
U.S. District Court for the District of
Delaware, 2002
U.S. Court of Appeals for the Third
Circuit, 2002

Tom represents national and regional clients in business disputes and trust litigation matters before the Delaware Court of Chancery, Delaware Superior Court and Delaware Supreme Court, as well as the federal courts of Delaware and courts in other jurisdictions.

In his corporate litigation practice, Tom focuses on matters arising out of corporate governance, mergers and acquisitions, shareholder class and derivative actions and appraisal disputes. He has represented numerous companies in M&A-related actions concerning the enforcement of merger agreements and post-closing litigation. Tom also regularly counsels and represents both corporate and individual clients in connection with advancement and indemnification rights, and regularly handles control disputes and requests for companies' books and records. In addition to appearing before the state and federal courts of Delaware, Tom often works with boards of directors and special committees advising on both transactional issues, including defensive mechanisms, and litigation matters.

As a part of his regular practice, Tom has extensive experience in the alternative entities field, litigating and advising on matters involving master limited partnerships (MLPs), limited liability companies (LLCs), and limited partnerships (LPs).

Tom also represents individual and corporate trustees in trusts and estates litigation. His fiduciary litigation practice covers a range of areas, including disputes involving fiduciary issues, breach of trust, interpretation, and disposition. Recognized as a leader in his field, Tom has been selected by his peers for inclusion in *The Best Lawyers in America*® as a leading Delaware attorney for Litigation - Trusts and Estates.

Tom serves on the firm's Lawyer Development Committee.

Professional Activities

- American Bar Association (Business Law, International Law and Litigation Sections)
- Combined Campaign for Justice (New Castle County Chair)
- Delaware State Bar Association
- Society for Corporate Governance

Representative Matters

Corporate & Business Law

- Represented Dollar Tree/Family Dollar in connection with suit to appoint a receiver for Dollar Express and recover monies owed under a transition services agreement. *Dollar Tree, Inc., et al. v. Dollar Express LLC, et al.*, Del. Ch., C.A. No. 2017-0411-AGB

- Represented founder and majority shareholder of craft rye whiskey start-up in opposing takeover attempt. *Bhakta v. Faessen*, Del. Ch., C.A. No. 12314-VCG
- Defended major pipeline companies in Chancery actions challenging purchase and sale transactions with affiliates. *Gerber v. Enterprise Products Holdings, LLC*, Del. Ch., C.A. No. 5989-VCN
- Represented company in appraisal and class action cases. *Virtus Capital L.P. v. Eastman Chemical Co. et al.*, Del. Ch., C.A. No. 9808-VCL
- Represented directors and company in breach of fiduciary duty litigation challenging the sale of the company. *In re Rural/Metro Corporation Stockholders Litigation*, Consol. Del. Ch., C.A. No. 6350-VCL
- Represented the special committee and partnership in an action challenging a joint venture with the partnership's sponsor. *Brinckerhoff, Peter vs Enbridge Energy Co Inc.*, Del. Ch., C.A. No. 5526-VCN
- Defended directors in Chancery court derivative litigation concerning merger agreement between CVS, Inc. and Caremark Rx, Inc. *Louisiana Municipal Police Employees' Retirement System v. Crawford*, C.A. Nos. 2635-N, 2663-N
- Represented a pipeline company challenging a \$5.9 billion merger. Case involved two MLP entities. *In re Texas Eastern Products Pipeline Company, LLC Merger Litigation*, Del. Ch., C.A. No. 4548-VCL
- Represented Tompkins Corporation in litigation before the U.S. District Court for the District of Delaware. *Smith & Wesson Holding Corporation v. Tomkins Corporation et al*, 1:08-cv-00331-GMS
- Represented plaintiff in post-closing adjustment litigation before the Delaware Superior Court. *Dennis Mehiel v. Solo Cup Co.*, C.A. No. 06C-01-169 DCS
- Represented preferred stockholder in action seeking to enforce redemption rights. *John Bonanno v. VTB Holdings, Inc.*, Index No. 50518/2017 (Supreme Court of the State of New York, County of Westchester)

Trusts & Estates Law

- Represented mother of minor beneficiaries in a matter involving a variety of fiduciary issues. *IMO: Two Trusts Created Pursuant to Agreement Dated April 29, 1991 Known as JBG Childrens 1991 Trust Agreement*, Del. Ch., C.A. 5894-VCP
- Represented trustee in construction matter. *In re Barker Trust Agreement*, Del. Ch., C.A. 20455-VCL
- Represented trustee of a directed trust in defense of beneficiary claims. *R. Leigh Duemler v. Wilmington Trust Company*, Del. Ch., C.A. 20033-VCS
- Represented trustees in breach of trust challenge. *Henry Slack McNeil, Jr., v. John C. Bennett, Jr.*, C.A. No. 15875-NC

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1201 North Market Street, 16th Floor
P.O. Box 1347
Wilmington, DE 19899-1347