



RELATED PRACTICES

Corporate & Business Litigation

Corporate Counseling

Contests for Corporate Control

Matters involving proxy contests and other contests for corporate control often are highly expedited and involve complicated questions of Delaware law. The Morris Nichols Litigation and Corporate Counseling Groups routinely team together their knowledge and judgment regarding substantive Delaware law and Delaware litigation procedure to provide detailed and efficient advice to clients.

Firm attorneys are steeped in the body of Delaware caselaw that may be implicated by a contest for corporate control. From the seminal *Revlon* case in the 1980's to the more recent battle for corporate control between Air Products and Airgas, Morris Nichols attorneys consistently are at the cutting edge of these matters. Our knowledge extends to areas as diverse as the application of advance notice bylaws, implementation of stockholder rights plans (also known as "poison pills"), the strengths and weaknesses of classified boards, actions by written consent and at stockholder meetings, and Delaware fiduciary duty law regarding "defensive actions".

Morris Nichols is often called upon to provide insight from the initial stages of any contest. Firm attorneys work closely with clients to examine the corporation's corporate preparedness and advise the board of directors or outside stockholder regarding fiduciary duties.

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