



AREAS OF FOCUS

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

Corporate & Business Litigation

Corporate Litigation Matters

The Group represents corporations, directors, substantial stockholders, partnerships, limited and general partners, and limited liability companies in lawsuits involving challenges to mergers, acquisitions and financing transactions, takeover battles and proxy contests, issues under the Delaware corporate and other business entity statutes, and class and derivative actions asserting breaches of fiduciary duty. Members of the Group also regularly represent special committees of independent directors in connection with the investigation of potential and pending derivative claims.

Matters of National Significance

Because of the importance of the Delaware corporate law and the Delaware Court of Chancery's position as the preeminent court in the United States for the resolution of business disputes, the cases in which the Group serves as counsel often involve issues of national significance. In addition, because Delaware is the chosen state of incorporation for the majority of Fortune 500 corporations, many of the clients that the Group represents are multi-billion dollar national and international corporations, including Viacom Inc., BP Amoco, Wyeth (formerly American Home Products), Hallmark, Unocal Corporation, and Sabre/Travelocity. On a daily basis, members of the Group litigate with and against many of the top lawyers and law firms around the nation. The attorneys in the Group have argued many of the landmark cases that establish the principles of Delaware corporate law and define the fiduciary duties that govern boards of directors of many of the major corporations in the United States.

Shaping Delaware Corporation Law

In addition to its sophisticated and dynamic litigation practice, the Group also assists the Corporate Law Counseling Group in pre-litigation planning matters such as mergers and acquisitions, conflict transactions, restructurings, and proxy contests and consent solicitations. The Group also advises special committees charged with reviewing conflict transactions and stockholder derivative claims. Group members play key roles in the drafting and updating of the Delaware General Corporation Law and have testified as expert witnesses on Delaware law issues in courts of other jurisdictions and foreign countries.

Business Litigation Matters

The Group provides a full range of litigation services to national corporate

clients and locally-based businesses. Members of the Litigation Group regularly appear before all of the major Delaware trial and appellate courts, state and federal, local boards and administrative agencies, and before trial and appellate courts nationwide. The Group's attorneys represent clients in a wide variety of commercial, contract and employment cases including business disputes of virtually every kind, employment discrimination and sexual harassment, construction, products liability, banking and financial services, contested guardianships and more.

Litigation Group members have recently represented an international company in construction litigation relating to a power plant in Puerto Rico. Group members have also represented major pharmaceutical companies in connection with several types of product liability claims as well as in class action suits relating to product advertising. Group attorneys have represented a fiber optic networking company in a groundbreaking case before the Delaware Public Service Commission concerning the ability of telecommunication firms to obtain fair and equal access to utility poles for the installation of networks and the Delaware Insurance Commissioner in litigation related to the breakup of a business affiliation between two large health insurers. The Group also continues to represent several major companies in connection with product liability claims relating to tobacco products, benzene, vinyl chloride and asbestos.

Morris Nichols Litigation Suite for Visiting Counsel

The **Litigation Suite** for visiting counsel features 4,000+ climate-controlled sq. ft., including seven offices, three workstations, two conference rooms, a war room, shelved document prep areas, a fully stocked kitchenette, multiple supply closets, on-site parking, private entry and 24-hour security. All rooms and workstations are equipped with high-speed Internet access and direct-dial telephone numbers with voicemail. There is a separate private network to interface with your computers, as well as multiple area printers, scanners and audio-visual equipment. High-speed black & white and color copiers are also available. IT support, litigation support and facility services are included. Courtroom technology set-ups, equipment acquisitions, in-house copy service, courier service, shuttle, food service, and extended HVAC are also available. Centrally located in downtown Wilmington in the 1201 Building, the Litigation Suite is within walking distance of courthouses and overnight accommodations at the Hotel du Pont and the Wilmington Sheraton Suites.

mnat.com

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