



AREAS OF FOCUS

Benefit Corporation Governance

Contests for Corporate Control

Corporate Governance

Financings

Legal Opinions

Mergers, Acquisitions & Divestitures

Special Committees

Stockholder Activism

Corporate Counseling

The Delaware Corporate Counseling Group provides advice on all aspects of Delaware corporate law to publicly traded and privately held corporations and their boards of directors and officers, as well as international law firms, in-house counsel, and private equity and venture capital investors. Our experience is particularly important to lawyers with law firms located outside of Delaware or in-house counsel who may be generally familiar with Delaware corporate law but do not practice Delaware law on a full-time basis.

Our practice may involve issues of corporate governance or issues that are more transactional in nature, including advice concerning mergers, acquisitions, spin-offs, financings and other complex transactions. Members of the Delaware Corporate Counseling Group are often called upon for advice that ranges from delivering immediate answers to time-sensitive questions to providing formal written legal opinions. Our transactional work ranges from suggesting simple solutions based on our Delaware experience to designing and structuring complex transactions for businesses and investors throughout the world.

We regularly serve as special counsel to boards of directors and board committees, particularly in situations involving potential conflicts of interest and fiduciary duty issues. Such representations often involve negotiated and hostile acquisitions, going-private transactions, financings and other transactions with existing investors or management, audit committee investigations, and transactions in the context of insolvency and bankruptcy.

We in the Delaware Corporate Counseling Group have a keen sense of, and appreciate, our clients' need to have immediate answers to complex Delaware corporate law issues. We are available to meet those needs and our experience permits us to do so in a cost-effective manner. We recognize the ever-changing legal landscape in which our clients operate, and we are committed to working with them to achieve the best result possible.

Members of the Delaware Corporate Counseling Group are integral to the ongoing process of revising and updated the Delaware General Corporation Law, with four members of the group serving on the Council of the Corporate Law Section of the Delaware State Bar Association, the body charged with reviewing the Delaware General Corporation Law annually and suggesting revisions to keep Delaware's corporate law the premier corporate law in the world. In addition, members of the Group have written a leading treatise on Delaware corporation law, Delaware Corporation Law and Practice, which is revised and updated annually.

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