

MORRIS NICHOLS ARSHT & TUNNELL



DONALD F. PARSONS JR.
SENIOR COUNSEL

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PRACTICE AREAS

Alternative Dispute Resolution
Alternative Entities
Commercial
Corporate & Business Litigation
Corporate Counseling
Corporate Governance
Intellectual Property Litigation
Mergers, Acquisitions & Divestitures
Special Committees
Stockholder Activism

EDUCATION

Certification, Commercial Law
Arbitration, 2017, Delaware State Bar
Association
Diploma, International Arbitration,
2016, Chartered Institute of
Arbitrators
J.D., 1977, Georgetown University
Law Center
M.A., education, 1972, Lehigh
University
B.S., electrical engineering, 1970,
Lehigh University

CLERKSHIPS

Law Clerk to The Honorable James L.
Latchum, U.S. District Court for the
District of Delaware, 1977-1979

ADMISSIONS

Delaware, 1977
U.S. Patent and Trademark Office,
1985

Former Vice Chancellor Donald F. Parsons Jr. is senior counsel, consulting on various corporate and intellectual property matters. He served on the Delaware Court of Chancery from 2003 to 2015.

With a focus on alternative dispute resolution, his practice draws on his past mediation experience in various business and intellectual property disputes before the Delaware Court of Chancery as well as the Federal Circuit. He also advises on matters of corporate governance, special committee assignments, internal investigations, mergers and acquisitions, stockholder activism, and alternative entities.

In his 12-year judicial tenure on the renowned business court, Don issued hundreds of decisions and rulings addressing significant questions concerning corporation law, alternative entities, trademark and intellectual property law, and other complex commercial matters. He presided over many high-profile cases in a range of areas, including, *Third Point v. Ruprecht*, a challenge to Sotheby's adoption of a novel "poison pill" takeover defense during a proxy contest; *In re Bear Stearns Companies, Inc.*, a class action challenge to the then-proposed merger of Bear Stearns and JPMorgan brokered with the assistance of the Federal Reserve and the Department of the Treasury at the inception of the subprime mortgage crisis; *In re Cogent, Inc.*, addressing the validity of rapidly developing transaction structures and "deal protection" provisions in negotiated public company merger agreements; *Zucker v. Andreessen*, a derivative case challenging the severance benefits paid by Hewlett-Packard to its CEO following his unexpected termination; *PharmAthene v. Siga*, which resulted in an approximately \$195 million damages award for breach of a binding agreement to negotiate a pharmaceutical license in good faith; and numerous cases involving the governance of private and publicly traded alternative entities, such as *Twin Bridges v. Draper*, *Zimmerman v. Crothall*, *In re Encore Energy Partners*, and *In re K-Sea Transportation Partners*.

In 2016, former Vice Chancellor Parsons was awarded a diploma in international arbitration by the Chartered Institute of Arbitrators. He has also been certified in commercial law arbitration by the Delaware State Bar Association (DSBA). In August 2013, he began a four-year term as a member of the Governing Council of the American Bar Association's Business Law Section. From 2009 to 2010, he served as president of the American College of Business Court Judges. In 2009, he became a fellow of ASTAR (Advanced Science and Technology Adjudication Resource Center), completing several in-depth science, technology and forensics courses. He also has been selected by his peers for inclusion in *The Best Lawyers in America*® as a leading Delaware attorney for Arbitration and Mediation, most-recently named 2019 Arbitration "Lawyer of the Year" in Delaware. As past-president of the DSBA, Don helped create the award-winning Combined Campaign for Justice to provide legal services for those in need.

Professional Activities

- Adjunct Professor regarding Alternative Entities at the Washington University (St. Louis), University of Iowa, University of California – Berkeley, and University of Pennsylvania Law Schools, and the Georgetown University Law Center
- Advanced Science and Technology Adjudication Resource Center ("ASTAR" fellow)
- American Bar Association Business Law Section (member; business court representative; co-chair of the Judges Initiative; business law advisor, Governing Council, 2013-2017)
- American College of Business Court Judges (president 2009-2010)
- Chartered Institute of Arbitrators (CIArb) (member 2018-present)
- Delaware Bar Foundation (board member 2000-2003)
- Delaware State Bar Association (president 1999-2000)
- U.S. Court of Appeals for the Federal Circuit (mediator, Appellate Mediation Pilot Program, 2006-2015)
- Widener University School of Law (Board of Overseers 2001-2005)

Community Activities

- Combined Campaign for Justice (former co-chair)
- Jewish Community Center (board member 2016-present)
- Jewish Fund for the Future (board member 2009-2015; 2016-present)
- Jewish Federation of Delaware (vice president 1996-1998 and 2000-2002; annual campaign chair 2002-2003)
- Kutz Home Capital Campaign (co-chair 1994-1995)
- Milton and Hattie Kutz Foundation (board member 2000-present)
- Milton and Hattie Kutz Home Inc., a non-profit nursing home (past president 1992-1994)

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