

# MORRIS NICHOLS ARSHT & TUNNELL



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## PRACTICE AREAS

Corporate & Business Litigation  
Alternative Dispute Resolution  
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., cum laude, 1985, Tulane  
University Law School  
Senior Managing Editor, 1984-1985,  
Editor, 1983-1984, *Tulane Law Review*  
B.A. and B.S., health care economics,  
1982, University of Pennsylvania  
U.S. Army, Airborne, Air Assault,  
Honors Program, 1986-1990, Chief  
Counsel U.S. Army Corps of Engineers

## CLERKSHIPS

Law Clerk to The Honorable Joseph  
T. Walsh, Delaware Supreme Court,  
1985-1986

## ADMISSIONS

Delaware, 1986  
Pennsylvania, 1985  
U.S. Court of Appeals for the Third  
Circuit  
U.S. Supreme Court

Jon's practice focuses on litigation arising from corporate mergers and acquisitions and disputes relating to the governance and control of Delaware business entities.

Jon regularly represents major Fortune 500 corporations and advises boards of directors and special committees of directors on all aspects of Delaware corporation law, including defense of stockholder class and derivative actions, conflict transactions involving directors and controlling stockholders, and proxy contests. Recognized as a leading Delaware Chancery attorney, he has been ranked by *Chambers USA* and numerous other legal publications.

Jon also has substantial experience litigating major commercial disputes in the Delaware Superior Court.

## Honors

- *Chambers USA: Guide to America's Leading Lawyers*, Ranked as a leading Delaware Chancery attorney (2009-2018)
- *The Legal 500 US*, Mentioned for M&A litigation (2015-2018)
- *Delaware Super Lawyers*, Selected for inclusion in business litigation (2008, 2010-2018)
- *The Best Lawyers in America*, Listed for commercial litigation and corporate law (2009-2019)
- *Benchmark Litigation*, Recognized as a leading Delaware litigator (2015-2018)

## Professional Activities

- American Bar Association (Business Law and Litigation Sections)
- Delaware State Bar Association
- Delaware Supreme Court Rules Committee (Former Member)

## Community Activities

- Delaware Symphony Association (Former Chairman of the Board)
- Delaware Arts Consortium Endowment Fund (Former President)

## Representative Matters

- Represented global biopharmaceutical company, Celgene Corporation, in Court of Chancery action alleging claims for excessive director equity compensation. *In re Receptos, Inc. Stockholder Litigation*, Consol. C.A. No. 11316-CB (July 21, 2016)
- Lead counsel for petitioner, Ad-Venture, in an appraisal case pursuant to 8 Del. C. 262 in which the Delaware Court of Chancery awarded an appraisal value that was more than 2.5 times the merger price, which is among the largest percentage awards in the history of appraisal law. *In re ISN Software Corp. Appraisal Litigation*, C.A. No. 8388-VCG (August 11, 2016)
- Served as Delaware counsel on the trial team that won one of the ten largest

jury verdicts in the nation in 2013. *Michael Lesh, M.D. and Erik Van Der Burg v. ev3, Inc.*, C.A. No. 05C-05-218 CLS (May 1, 2013)

- Successfully represented Hallmark Cards in litigation challenging the recapitalization of Crown Media. *S. Muoio & Co. LLC v. Hallmark Entertainment Investments Co., et al.*, C.A. No. 4729-CC (March 9, 2011)
- Represented Unocal in litigation arising out of its acquisition of Pure Resources. *In re Pure Resources, Inc. Shareholders Litigation*, Consol. C.A. No. 19876 (October 7, 2002)
- Represented Bain Capital, Vornado and KKR before the Court of Chancery in litigation challenging their acquisition of Toy-R-Us. *In re Toys "R" Us, Inc. Shareholder Litigation*, Consol. C.A. No. 1212-N (June 22, 2005)

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