

# MORRIS NICHOLS ARSHT & TUNNELL



**KEVIN M. COEN**  
PARTNER

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## PRACTICE AREAS

Corporate & Business Litigation  
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., magna cum laude, Order of the  
Coif, 2005, Villanova University  
School of Law  
Associate Editor, 2003-2005, *Villanova  
Law Review*  
A.B., psychology, 2002, Dartmouth  
College

## ADMISSIONS

Delaware, 2005

Kevin's extensive trial experience and diverse litigation practice cover a mix of complex corporate and business disputes. He focuses on shareholder class and derivative actions, alternative entity disputes, and other challenges to mergers, acquisitions and other strategic transactions, as well as complex commercial disputes and non-compete litigation.

Kevin's litigation practice concentrates on cases pending in the Delaware Court of Chancery, Delaware Superior Court and U.S. District Court for the District of Delaware, and he often handles expedited trials and preliminary injunction hearings.

Kevin serves as Practice Group Coordinator for Morris Nichols' Corporate & Business Litigation Group and has been mentioned in *The Legal 500 US* for his M&A litigation work.

## Professional Activities

- American Bar Association
- Delaware State Bar Association

## Representative Matters

- Represented conflicts committees of Kinder Morgan Energy Partners, L.P. and Kinder Morgan Management LLC in action challenging \$27 billion reorganization of energy company Kinder Morgan, Inc. Argued motion to dismiss on behalf of our clients and successfully obtained dismissal of all claims against clients. *In re Kinder Morgan, Inc. Corporate Reorganization Litig.*, 2015 WL 4975270, (Del. Ch. Aug. 20, 2015)
- Obtained judgment on the pleadings in favor of client against former controlling stockholders and founder on claims pertaining to a right of first refusal agreement covering hotel properties. The court adopted our clients' interpretation of the agreement and held that our clients had enforceable right of first refusal over certain hotel properties and that defendant is required to sell those properties. *JD Holdings et al v. Dowdy, et al*, 2014 WL 4980669 (Del. Ch. Oct. 1, 2014)
- Represented certain inside officers and directors of Freeport McMoRan in connection with derivative action challenging Freeport's more than \$10 billion acquisition of two other energy companies, McMoRan and Plains Exploration. *In re Freeport-McMoRan Copper & Gold Inc. Derivative Litig.*, Consol. C.A. No. 8145-VCN
- Represented mobile laboratory company in trial against former employer for breach of non-compete and other agreements. Obtained 2-year injunction against defendant and sanctions for spoliation of evidence. *Kan-Di-Ki, LLC (d/b/a Diagnostic Laboratories) v. Robert Suer*, 2015 WL 4503210 (Del. Ch. Jul. 22, 2015)
- Represented CA, Inc. in a trial in the Court of Chancery involving a breach of contract claims against Ingres Corporation. *CA, Inc. v. Ingres Corp.*, C.A. No. 4300-VCS
- Represented the special committee of a Fortune 100 company in rejecting stockholder demands related to alleged breaches of fiduciary duty to oversight failures by board of directors.

- Represented Constellation Energy Partners LLC in Court of Chancery lawsuit challenging transaction with Sanchez Oil & Gas Corporation. *In re Sanchez Energy Derivative Litigation*, C.A. No. 9132-VCG
- Represented The Related Companies, LP in trial before the Court of Chancery involving claim for breach of the implied covenant of good faith and fair dealing. *Nama Holdings, LLC v. Related WMC LLL et al*, C.A. No. 7934-VCL
- Represented Third Point, LLC in Court of Chancery action challenging poison pill adopted by the Board of Directors of Sotheby's. *Third Point, LLC v. Ruprecht, et al.* C.A. Nos. #9469-VCP, 9497-VCP, 9508-VCP
- Represented private equity fund plaintiff in a suit alleging fraud and breach of representations and warranties in connection with a purchase agreement.

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