

MORRIS NICHOLS ARSHT & TUNNELL



SUSAN WOOD WAESCO
PARTNER

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PRACTICE AREAS

Corporate & Business Litigation
Alternative Dispute Resolution
 Alternative Entities
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., 1998, University of Michigan
 Law School

Associate Editor, 1996-1997; Note
Editor, 1997-1998, *University of
Michigan Journal of Law Reform*

B.A., psychology, cum laude, 1994,
 Williams College

ADMISSIONS

Delaware, 2003

Illinois, 1998

U.S. District Court for the District of
 Delaware, 2004

U.S. District Court for the Central
 District of Illinois, 1999

U.S. District Court for the Northern
 District of Illinois, 1998

U.S. Court of Appeals for the Third
 Circuit, 2007

U.S. Supreme Court, 2010

Susan's practice focuses on proceedings in the Delaware Court of Chancery and the Delaware Supreme Court arising under the Delaware General Corporation Law, including litigation involving corporate mergers and acquisitions and shareholder class and derivative actions. She also represents national and regional clients in complex business disputes pending in the Delaware Superior Court and the Delaware District Court.

Susan has substantial experience working on a variety of cases involving important issues of Delaware law, including M&A class action litigation, derivative litigation, corporate governance disputes, demands for books and records, dissolution proceedings, and other complex commercial disputes. Susan also regularly advises corporate boards of directors and special committees, including demand review committees.

She has been recognized as a Delaware Litigation Star by *Benchmark Litigation* and selected for inclusion in *The Best Lawyers in America* and *Best Lawyers Business Edition's Women in the Law*.

Susan is a member of the Morris Nichols Recruiting Committee and Diversity Committee.

Professional Activities

- American Bar Association
 - Business Law Section
 - Litigation Litigation
- Delaware State Bar Association

Representative Matters

- Represented TripAdvisor and its directors in action alleging stockholder litigation demand was wrongfully refused. Successfully obtained dismissal with prejudice of all claims pursuant to Court of Chancery Rule 23.1. *Friedman v. Maffei*, C.A. No. 11105-VCMR
- Represented Navistar in expedited proceedings brought by the assignee of Indigen Armor. Successfully defeated application for temporary restraining order and obtained settlement on favorable terms. *McManigle v. Navistar Defense, LLC*, C.A. No. 10147-CB
- Represented PreCision Dermatology, Inc. in expedited litigation involving a licensing dispute. *Glenmark Genetics, Inc. v. Astellas Pharmaceuticals Europe, B.V. et al.*
- Represented eCommerce Industries, Inc. in expedited breach of contract litigation. *eCommerce Industries, Inc. v. MWA Intelligence, Inc.*
- Represented Diamond Foods, Inc. in derivative litigation. Successfully obtained dismissal of all claims. *In re Diamond Foods, Inc. Derivative Litigation*

- Represented directors of Barnes & Noble, Inc. in litigation challenging acquisition of Barnes & Noble College Booksellers, Inc. *In re Barnes & Noble Stockholder Derivative Litigation*
- Represented Hercules Offshore, Inc. and its officers and directors in derivative litigation in the District of Delaware challenging executive compensation. Successfully obtained dismissal. *Raul v. Rynd*
- Represented directors of Barnes & Noble, Inc. in expedited litigation challenging adoption of poison pill. *Yucaipa American Alliance Fund II, L.P. v. Riggio et al.*
- Represented professional sports leagues and the NCAA in challenging Delaware's sports betting scheme. Successfully struck down Delaware's proposed sports lottery as violative of federal law. *Office of the Commissioner of Baseball v. Markell.*

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