

CHAMBERS & PARTNERS

LEGAL PUBLISHERS

CHAMBERS USA

America's Leading
Lawyers for Business

2015
The Client's Guide

is ranked in Chambers USA 2015 as follows:

DELAWARE

BANKRUPTCY/RESTRUCTURING

Bankruptcy/Restructuring Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Leading Individuals

Band 1

Abbott Derek C *Morris, Nichols, Arsht & Tunnell LLP*

Dehney Robert J *Morris, Nichols, Arsht & Tunnell LLP*

Band 3

Werkheiser Gregory W *Morris, Nichols, Arsht & Tunnell LLP*

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for A leading business reorganization and restructuring practice representing debtors, creditors and lenders as both lead and co-counsel. Particularly adept at handling Chapter 11 proceedings, loan workouts and bondholder matters.

Strengths

 (Quotes mainly from clients)

"They are exceptionally knowledgeable and no matter what their level, their professionals respond back to us quickly with pertinent information and guidance."

Work highlights Advised a number of equity sponsors and affiliates on the Chapter 11 bankruptcy filing involving the reworking of an estimated \$40 billion in debt for Energy Future Holdings.

Notable practitioners

Derek Abbott continues to manage a healthy bankruptcy, reorganization and litigation practice

and is frequently engaged by a range of high-profile regional and global clients. Sources are quick to praise his *"knowledge base, disposition, openness and objectivity."* Head of department **Robert Dehney** is described as *"practical, experienced and someone who can think outside the box."* He concentrates his practice on corporate restructurings and Chapter 11 filings as well as bankruptcy sales and purchases. **Gregory Werkheiser** is a sought-after insolvency and restructuring attorney with extensive courtroom experience representing both debtors and creditors. Observers note that *"he is always prepared and has an impressive client base."*

Significant clients EW Golf Holding, Fifth Third Bank, Nortel Networks, Ormet, Overseas Shipholding Group.

CHANCERY

Chancery Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Leading Individuals

Band 1

Nachbar Kenneth J *Morris, Nichols, Arsht & Tunnell LLP*

Band 2

Lafferty William M *Morris, Nichols, Arsht & Tunnell LLP*

Band 3

Hurd S Mark *Morris, Nichols, Arsht & Tunnell LLP*

Band 4

Abramczyk Jon E *Morris, Nichols, Arsht & Tunnell LLP*

Scaggs, Jr R Judson *Morris, Nichols, Arsht & Tunnell LLP*

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for A highly respected Delaware practice offering extensive experience across the gamut of commercial disputes. Well known for representing corporations, directors and partnerships in sophisticated transactional, financial and governance disputes.

Strengths

 (Quotes mainly from clients)

"They have an enormous depth of experience and knowledge, both substantive and procedural, and they are responsive, client-focused and practical."

Work highlights Represented Audax Health Solutions in a stockholder dispute concerning the acquisition of Audax by United Health.

Notable practitioners

Kenneth Nachbar is a respected chancery attorney with a thriving corporate governance and transactional practice. According to one commentator, *"Ken is one of the most impressive attorneys I have worked with. His knowledge of Delaware law is second to none and he is extremely bright and a skillful tactician."* **William Lafferty** has over two decades of experience in the

field, navigating a wide range of issues including M&A, control contests and appraisal actions. Observers praise his strong judgment and confidence in the courtroom, saying: *"He is not afraid of the judges; he is not afraid to push back at the court."* **Judson Scaggs** is a seasoned corporate litigator who specializes in handling fiduciary claims, recapitalizations and alternative entities disputes. Sources say: *"He is smart, tactical and a good judge of the strengths and weaknesses of a case."* **Jon Abramczyk** enjoys a strong reputation in the Delaware market and frequently represents high-profile companies in complex commercial disputes. Practice group coordinator **Mark Hurd** is described as *"very knowledgeable in Delaware litigation matters and very composed during oral argument."* Recent highlights include the successful defense of Lord Baltimore Capital against various stockholder allegations.

Significant clients Eastman Chemical, Berkshire Hathaway, ION Geophysical, Nu Skin, Oracle.

CORPORATE/M&A & ALTERNATIVE ENTITIES

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| Corporate/M&A & Alternative Entities |
| Leading Firms |
| Band 1 |
| Morris, Nichols, Arsht & Tunnell LLP |
| Senior Statesmen |
| Senior Statesmen: distinguished older practitioners |
| Tuthill Walter C <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Leading Individuals |
| Band 1 |
| Hering Louis G <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Corporate/M&A |
| Senior Statesmen |
| Senior Statesmen: distinguished older practitioners |
| Sparks III A Gilchrist <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Leading Individuals |
| Band 1 |
| Alexander Frederick H <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Band 3 |
| Harris David A <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Vella Patricia O <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Wolters Jeffrey R <i>Morris, Nichols, Arsht & Tunnell LLP</i> |

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Heavyweight corporate and transactional practice with an emphasis on alternative entity work and an active involvement in the drafting of Delaware-specific statutes. Frequently represents limited partnerships in the energy sector and is adept at handling corporate governance matters.

Strengths (Quotes mainly from clients)

"They are technically strong, precise and thoughtful, and offer practical advice relative to the business goals in the transaction."

What's new? New client wins include Enbridge Energy Partners, Molasky Group and Morgans Hotel Group.

Work highlights Counsel to AerCap Holdings in the \$7.6 billion purchase of an aviation company.

Notable practitioners

"Leading light" Frederick Alexander is an experienced corporate and M&A attorney who specializes in transactional work such as sales, purchases and IPOs. He is also well versed in advising boards of directors and committees on the control and direction of corporations. Walter Tuthill is a seasoned corporate practitioner with a thriving Delaware special entities

practice. He has extensive knowledge of consumer banking law and continues to be highly regarded in the Delaware market. Patricia Vella is a respected attorney who undertakes a combination of sales, acquisitions and corporate counseling work. Jeffery Wolters is held in high regard for his depth of knowledge on a range of issues including corporate transactions, stockholder disputes and proxy contests.

According to one observer, he is *"an extremely strong technical lawyer who is practical and thoughtful in his advice."* Gilchrist Sparks has over four decades of experience handling corporate and M&A matters for a diverse list of clients and remains a leading figure in the Delaware Bar. David Harris regularly advises on a full range of alternative entity structures unique to the state of Delaware. He is particularly praised by sources for his commercial and practical approach to matters and his strong negotiation skills. Louis Hering is a commercial and corporate attorney with experience handling Delaware statutory trusts, limited partnerships and limited liability companies. He frequently represents clients in the energy industry.

Significant clients Advent, Barclays, Oppenheimer, TPG, Koch Industries.

INTELLECTUAL PROPERTY

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|---|
| Intellectual Property |
| Leading Firms |
| Band 1 |
| Morris, Nichols, Arsht & Tunnell LLP |
| Leading Individuals |
| Star individuals |
| Blumenfeld Jack B <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Band 2 |
| Graham Mary B <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Jacobs Karen <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Noreika Maryellen <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Smith II Rodger D <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Band 3 |
| Grimm Thomas C <i>Morris, Nichols, Arsht & Tunnell LLP</i> |
| Band 4 |
| Heaney Julia <i>Morris, Nichols, Arsht & Tunnell LLP*</i> |

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Renowned IP practice that stands out for its breadth and depth of knowledge in the area and for its unrivaled bench strength. Primarily undertakes work in the patent space, regularly representing leading companies in the life sciences, healthcare and pharmaceutical industries.

Strengths (Quotes mainly from clients)

"They are excellent - they are focused and really know the patent game."

Work highlights Acted as lead counsel to Agilent Technologies and assisted several other clients in defense of a number of patent disputes brought by Enzo Life Sciences involving complex genomic technology.

Notable practitioners

Jack Blumenfeld continues to be regarded as *"one of the best patent litigators in Delaware"* and a *"dean of the Bar"* by market commentators. He recently acted as co-counsel for Edwards Life Sciences in its patent infringement suit against Medtronic, resulting in a \$394 million jury award in favor of Edwards. Mary Graham undertakes the full gamut of IP litigation, including trade secrets, licensing and patent cases. Commentators call her a *"wonderful"* and *"absolutely phenomenal"* counsel who is *"very grounded, pragmatic and creative."* Karen Jacobs has a thriving and well-regarded IP practice, representing clients before

state and federal courts in a wide variety of patent disputes. Observers are quick to comment on her *"great advice"* and excellent judgment in a trial setting. Maryellen Noreika is singled out by sources for her experience and courtroom prowess. She regularly acts on sophisticated life sciences and consumer products patent disputes. Among her recent highlights was representing UCB in its numerous patent claims relating to the epilepsy drug Vimpat. Sources have *"the highest respect"* for Rodger Smith, particularly acknowledging his ability to communicate well with the court. He represents a number of pharmaceutical and technology companies in complex patent litigation. Thomas Grimm is a seasoned IP litigator who recently acted for Gevo in multiple patent infringement cases against Butamax Advanced Biofuels. He is noted as a *"levelheaded"* attorney who *"knows the court and the law,"* and leaves sources *"impressed with his ability to deal with procedural issues."* Julia Heaney is particularly commended by interviewees for her strong client service skills. She focuses her practice on trade secrets and patent cases involving a wide range of technologies, including medical devices and consumer electronics.

Significant clients AbbVie, Bayer, Dow Chemical, Genzyme, Qualcomm.

Leaders

ABBOTT, Derek C

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9357
dabbott@mnat.com

Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Business Reorganization and Restructuring Group. Corporate restructuring and bankruptcy matters. Represents debtors, official and ad hoc committees of creditors, professionals and other creditor and transactional case constituents in Chapter 11 matters and other litigation.

Professional Memberships: ABA, DSBA (Bankruptcy Section and Chapter 11 Committee), American Bankruptcy Institute, Turnaround Management Association.

Career: 82d Airborne Division, United States Army (1987-91, including participation in Operations Desert Shield and Desert Storm).

Personal: University of North Carolina School of Law (JD, with honors, 1995); Staff Member, 1993-94 and Publication Editor, 1994-95, North Carolina Law Review; United States Military Academy (BS, 1987).

ABRAMCZYK, Jon E

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9211
jabramczyk@mnat.com

Featured in Chancery (Delaware)

Practice Areas: Corporate and Business Litigation focusing on M&A litigation and disputes relating to the governance and control of Delaware business entities, providing advice to boards of directors and special committees 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.

Career: Law Clerk to The Honorable Joseph T Walsh, Delaware Supreme Court (1985-86).
Personal: Tulane University Law School (JD, cum laude, 1985); Tulane Law Review, Senior Managing Editor (1984-85), Editor (1983-84); The Wharton School of the University of Pennsylvania (BS and BA, 1982).

ALEXANDER, Frederick H

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9228
falexander@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Law Counseling Group. Delaware General Corporation Law and related matters; counseling boards of directors and board committees; formal legal opinions on Delaware corporate law issues.

Professional Memberships: DSBA, Corporation Law Council (past Chairman); ABA, Member, Business Law Section Publication Board, Co-Chair, Two-Step Agreement Task Force, Negotiated Acquisitions Committee, Committee on Corporate Laws.

Publications: The Delaware Corporation; Legal Aspects of Organization and Operation 1-4th CPS (BNA 2010).

Personal: Georgetown Law Center (JD, magna cum laude, 1988); University of Maryland (BA 1985).

BLUMENFELD, Jack B

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9291
jblumenfeld@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property & Patent Litigation.

Professional Memberships: ABA; DSBA; Third Circuit Advisory Committee; US District Court for the District of Delaware, Civil Justice Reform Act Advisory Group, Intellectual Property Advisory Committee.

Career: Law Clerk to The Honorable Walter K Stapleton, US District Court for the District of Delaware (1977-79).

Publications: Pretrial Preparation, ANDA Litigation: Strategies and Tactics for Pharmaceutical Patent Litigators, 329-350. Explaining Venue Choice and Litigant Preferences: Solving the Delaware Mystery, ECONOMIC DAMAGES IN INTELLECTUAL PROPERTY: A HANDS-ON GUIDE TO LITIGATION' 67-81.

Personal: Yale University (JD, 1977); State University of New York at Albany (BA, 1974).

DEHNEY, Robert J

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9353
rdehney@mnat.com

Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Practice group coordinator, Business Reorganization and Restructuring Group. Corporate restructuring and bankruptcy, advising boards of directors, advice regarding the acquisition of and/or lending to financially troubled companies.

Professional Memberships: ABA; TMA; ABI; INSOL.

Career: Law Clerk to the Honorable Prudence Beatty, US Bankruptcy Judge, SDNY (1990).

Publications: Dealmaker's Guide: Buying Distressed Assets, \$363 Sales and Alternatives, Norton Survey of Bankruptcy Law (2008); Covering Your Tail: Court Approves \$363 D&O Legal Fees Advancement, ABI Journal (June 2007).

Personal: Pace University (JD, 1990); Dickinson College (BA, 1987); Managing Editor Pace Envtl. L. Rev.; Admissions: Connecticut; New York; Delaware; Pennsylvania.

GRAHAM, Mary B

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9199
mgramham@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group. Patent, trade secret and contract litigation involving diverse technologies.

Professional Memberships: ABA; DSBA; AIPLA; US District Court, District of Delaware, Intellectual Property Advisory Committee.

Career: Law Clerk to The Honorable Walter K Stapleton, US District Court for the District of Delaware (1982).

Publications: 'Explaining Venue Choice and Litigant Preferences: Solving the Delaware Mystery,' in ECONOMIC DAMAGES IN INTELLECTUAL PROPERTY: A HANDS-ON GUIDE TO LITIGATION (2006).

Personal: Stanford University (BS in mathematics, with distinction, 1974); Massachusetts Institute of Technology (MS in mathematics, 1978); Yale Law School (JD, 1982).

GRIMM, Thomas C

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9595
tgrimm@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual property litigation and corporate and business litigation groups, focusing on complex patent and commercial litigation.

Professional Memberships: American Bar Association; Delaware State Bar Association; Board of Directors, Special Olympics of Delaware.

Career: Law Clerk to The Honorable William Duffy, Delaware Supreme Court (1980-81).

Publications: 'Individual Rights,' (Delaware Supreme Court Golden Anniversary, Ch. 9, 2001); 'Trademarks in Cyberspace,' (Delaware Lawyer, Vol. 18, No. 4, Winter 2000-01).

Personal: Villanova University (JD, cum laude, 1980); Staff Member and Editor, Villanova Law Review; University of Notre Dame (BBA, 1977).

HARRIS, David A

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 575 7351
dharris@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group: Practice includes partnership, limited liability company and statutory trust law; legal opinions (including fund formation, SPE, perfection and third-party closing opinions); financing transactions (including UCC Article 9 issues); and general commercial law matters, with an emphasis on issues relating to the formation, operation and termination of private equity funds, mutual funds and other investment vehicles organized as Delaware entities.

Professional Memberships: ABA Business Law Section; Delaware State Bar Association, Commercial Law Section (Past Chair).

Personal: Salisbury University (BA, summa cum laude, 1993); University of North Carolina School of Law (JD, with honors, 1996).

HEANEY, Julia

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9221
jheaney@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group. Patent and trade secret cases encompassing many areas of technology

including pharmaceuticals, medical devices, consumer electronics, computer systems and business methods.

Professional Memberships: American Bar Association; Delaware State Bar Association, Patent Litigation Committee; American Intellectual Property Law Association.

Personal: Managing Intellectual Property: IP Stars - Top 250 Women in IP (2013). Johns Hopkins University (BS, with honors, 1988); Columbia University School of Law (JD, 1991).

HERING, Louis G

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9213
lhering@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group, focusing on M&A, organization and structuring of all Delaware alternative entities, and opinions on full range of Delaware legal issues.

Professional Memberships: ABA Business Law Section Committee on LLCs, Partnerships and Unincorporated Business Associations, Chair of LLC Sub-committee, Co-Chair of Single Member LLC Agreement drafting project; DSBA Committees responsible for updating Delaware limited liability company, partnership and statutory trust acts, TriBar Opinion Committee.

Career: Law Clerk to Honorable Carolyn Berger, Delaware Court of Chancery (1986).
Publications: Co-author of BNA's Portfolio on LLCs.

Personal: Cornell University (AB 1982); UCLA (JD 1986).

HURD, S. Mark

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9354
shurd@mnat.com

Featured in Chancery (Delaware)

Practice Areas: Corporate and Business Litigation Group focusing on corporate M&A, defense of stockholder class and derivative actions, and statutory actions relating to the governance and valuation of Delaware corporations.

Professional Memberships: Delaware State Bar Association, Corporation Law Section; ABA Sections of Business Law and Litigation; Business Law Section Committee on Business and Corporate Litigation; Business and Corporate Litigation Committees on Class and Derivative Actions.

Career: Law Clerk to the Honorable Murray M Schwartz, United States District Court for the District of Delaware (1993-94).
Personal: Georgetown University Law Center (JD, cum laude, 1993); Georgetown University (BSFS, magna cum laude, 1990).

ISKEN, Donald Nelson

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9222
disken@mnat.com

Featured in Real Estate (Delaware)

Practice Areas: Member of the Commercial Law Counseling Group concentrating in and the leader of the firm's

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

commercial real estate law and land use regulation practice.

Professional Memberships: American College of Real Estate Lawyers; American Bar Association; Delaware State Bar Association, Real Property Committee (Co-chairman of sub-committee to Revisions to the Delaware Unit Property Act, 1989-92).

Personal: Bucknell University (AB, 1975); University of Miami School of Law (JD, cum laude, 1978). Admissions: Delaware (1978). Community Activities: Homes for Life Foundation, Board of Directors; The Arc of Delaware, Former Board Member; Wilmington Renaissance Corporation, Former Board Member.

JACOBS, Karen

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9227
kjacobs@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group. Patent litigation, copyright, trademark, trade secret and unfair competition litigation, contract and licensing disputes.

Professional Memberships: AIPLA; Delaware Volunteer Legal Services (Board member, past-President); DSBA, Professional Guidance Committee (Co-Chair), Women and the Law Section (former Chair).

Publications: Patent Litigation, Attorney-Client Privilege and Work Product Immunity, PLI (2014); Pretrial Preparation, ANDA Litigation: Strategies and Tactics for Pharmaceutical Patent Litigators (2012); Legitimate Businesses Get Caught in the Web: Does the Anticybersquatting Protection Act Go Too Far?, Delaware Law Review (2008).

Personal: University of Pennsylvania (BA, summa cum laude, 1987); Harvard Law School (JD, cum laude, 1990).

LAFFERTY, William M

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9341
wlafferty@mnat.com

Featured in Chancery (Delaware)

Practice Areas: Corporate, commercial litigation. Emphasis on M&A disputes, proxy contests, consent solicitations, shareholder class and derivative actions.

Professional Memberships: Chair, Court of Chancery Rules Committee; Delaware Supreme Court Rules Committee; Fellow, American College of Trial Lawyers; ABA Business Law Section, Committee on Business and Corporate Litigation; DSBA Corporation Law Section, Committee on Professional Ethics; Advisory Board Member, Weinberg Center for Corporate Governance.

Career: Law Clerk to The Honorable Maurice A Hartnett, III, Delaware Court of Chancery (1989-90).

Personal: University of Delaware (BS, BA, 1985); The Dickinson School of Law (JD, 1989), Articles Editor, Dickinson Law Review (1988-89).

NACHBAR, Kenneth J

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9294
knachbar@mnat.com

Featured in Chancery (Delaware)

Practice Areas: Corporate and Business Litigation Group, concentrating in litigation arising from mergers and acquisitions and disputes relating to Delaware corporations, and advice to corporate boards of directors and special committees with respect to transactional and litigation issues.

Professional Memberships: Fellow, American College of Trial Lawyers; ABA; Delaware State Bar Association.

Publications: Section 102(b)(7) Charter Provisions Remain Potent Weapons, Morris Nichols Publications (2008).

Personal: Haverford College (BA, 1978); New York University School of Law (JD, 1981); Member, New York University Review of Law and Social Change (1980-81).

NOREIKA, Maryellen

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9278
mnoreika@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Member of the Intellectual Property Litigation Group concentrating on litigating patent cases involving diverse technologies in a variety of industries including pharmaceutical, biotechnology, medical devices and consumer products.

Professional Memberships: American Bar Association; Delaware State Bar Association.

Personal: Lehigh University (BS, 1988); Columbia University (MS, 1990); University of Pittsburgh (JD, magna cum laude, 1993).

SCAGGS, JR, R Judson

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9340
rscaggs@mnat.com

Featured in Chancery (Delaware)

Practice Areas: Corporate & Business Litigation Group focusing on corporate law issues, business disputes, defense of corporate directors, M&A, recapitalizations, class and derivative matters, and corporate and alternative entity disputes.

Professional Memberships: ABA; Delaware Volunteer Legal Services Program; Delaware State Bar Association, Corporation Law and Litigation Sections, Chair of Lawyer Assistance Committee.

Career: US Marine Corp. Artillery Officer, attained rank of Captain (1981-85).

Publications: Co-author of BNA's Portfolio on Derivative Lawsuits.

Personal: Washington and Lee University (BA 1981); William and Mary Marshall-Wythe School of Law (JD, class valedictorian, Order of the Coif, 1988).

SMITH II, Rodger D.

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9205
rsmith@mnat.com

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group, focusing on complex patent litigation across all industry segments.

Professional Memberships: American Bar Association; Delaware State Bar Association; President, Board of Directors, Delaware Community Legal Aid Society.

Career: Law Clerk to The Honorable W. Eugene Davis, United States Court of Appeals for the Fifth Circuit (1993).

Personal: New York University School of Law (JD, magna cum laude, 1993); The Wharton School of the University of Pennsylvania (B.S., magna cum laude, 1990). Admissions: Delaware, 1998; New York, 1994.

SPARKS III, A Gilchrist

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9276
asparks@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Corporate Litigation, Corporate Counseling. Counseling arising from mergers, acquisitions and disputes relating to the governance of Delaware corporations.

Professional Memberships: ACTL (Fellow); ABA; DSBA; Delaware Supreme Court Advisory Committee on Delaware Uniform Rules of Evidence (Co-Chairman); ALI (Fellow); Board of Advisors, University of Pennsylvania Institute for Law and Economics; American Bar Foundation (Fellow).

Publications: Corporation Law and Practice (Matthew Bender); The Delaware Corporation: Legal Aspects of Organization and Operation, CPS (BNA).

Personal: Yale University (BA, magna cum laude, 1966); University of Pennsylvania (JD, magna cum laude, 1973); University of Pennsylvania Law Review, Associate Editor (1971-72), Editor (1972-73).

TUTHILL, Walter C

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9204
wtuthill@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group. Focus on partnership, LLC and statutory trust law, bank and insurance regulatory matters, consumer banking law and general M&A and contract law.

Professional Memberships: ABA Business Law Section Committee on Partnerships and Unincorporated Business Associations; Delaware State Bar Association, Corporate Law Section, former Chairman, Partnerships/LLC Subcommittee.

Publications: Unclaimed Property, BNA Corporate Practice Series No. 74-2nd (2006); The General Partnership, LP and LLP: Formation and Organization; Transactional Lawyer's Desk Book: Advising Business Entities' (West Publishing Co., 2001)

Personal: Northwestern University (MM and JD, cum laude, 1977); Denison University (BA, 1973).

VELLA, Patricia O

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9349
pvella@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Corporate law counseling including M&A, corporate control contests and governance.

Professional Memberships: American Bar Association: Corporate Laws Committee, Mergers & Acquisitions Committee, Joint Task Force on Governance Issues in Business Combinations (Co-Chair).

Career: Law Clerk to The Honorable Randy J. Holland, Delaware Supreme Court (1996-97).

Publications: Co-author, "Confidentiality and Standstill Agreements," Review of Securities & Commodities Regulation (2013); frequently speaks on Delaware corporate law.

Personal: Appointed to Delaware Supreme Court's Professional Responsibility Board (2012). Villanova University School of Law (JD, magna cum laude, 1996); Executive Editor, Villanova Law Review; University of Delaware (BS, magna cum laude, 1992).

WERKHEISER, Gregory W

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9229
gwerkheiser@mnat.com

Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Practice focusing on representing debtors, creditors and other parties in complex business bankruptcies and restructurings, with a substantial portion devoted to bankruptcy appeals and bankruptcy / intellectual property matters. Other engagements include representing fiduciaries and managers of distressed enterprises, parties to distressed M&A transactions, and official and ad hoc committees.

Professional Memberships: Admitted: Delaware and DC; Member: American Bar Association; American Bankruptcy Institute; Turnaround Management Association; and INSOL International.

Career: Law Clerk, Hon. Jane R Roth, US Court of Appeals 3d Cir. (1996-97).

Personal: Pennsylvania State University (BS 1992); Widener University School of Law (magna cum laude, 1996).

WOLTERS, Jeffrey R

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9352
jwolters@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Counseling; Mergers & Acquisitions.

Professional Memberships: ABA; DSBA; TerraLex.

Publications: ABA Business Law Today – Private Company Financings (Oct. 2014); Delaware Law Pitfalls in IPOs (Nov. 2013); Insights: The New Targets of Shareholder Litigation: Officer Liability Under Delaware Law (Oct. 2014); Delaware Corporation Law & Practice (contrib. ed.).

Personal: TerraLex Conference Presenter – What's New in Delaware and Facilitating Multi-Jurisdiction Collaboration (Sept 2013); Adjunct Corporate M&A Professor, Villanova University Law School. University of Virginia School of Law (JD, 1992); Virginia Law Review (Articles Editor, 1991-92); University of Delaware (BA, 1988).

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

www.morrisnichols.com tel: 302 658 9200 fax: 302 658 3989

Executive Committee Chair: Rodger D. Smith II
Number of partners: 41 Number of other attorneys: 49

Firm Overview:

Morris, Nichols, Arsht & Tunnell LLP combines a broad national practice of corporate, intellectual property, business reorganization and restructuring, commercial law and litigation with a general business, tax, estate planning and real estate practice within the State of Delaware. The firm acts as lead counsel or co-counsel in matters of national and international significance as well as those affecting its immediate community. Morris Nichols is the Delaware representative of TerraLex, a global network of 150 independent law firms and 15,000 attorneys in nearly 100 countries.

Main Areas of Practice:

Banking & Financial Services:

The firm represents lenders, borrowers, issuers and investors in all forms of financing transactions. It provides bank and insurance regulatory counseling and represents clients before Delaware's Office of the State Bank Commissioner and Department of Insurance.

Business Reorganization & Restructuring:

The firm has been recognized as one of the premier restructuring and reorganizing practices in the United States. It represents chapter 11 debtors, lenders, creditors, acquirers, ad hoc and official committees, trustees, directors, managers and other parties in restructurings, loan workouts, reorganization proceedings, and in bankruptcy and insolvency related litigation. Attorneys from this practice group act as either lead or local counsel, and have had major roles in virtually every significant chapter 11 case filed in Delaware over the last three decades.

Commercial Transactional/Alternative Entities:

The firm provides a complete range of commercial law services including advice on all types of alternative entity matters. It handles a variety of complex transactions including working with in-house and outside counsel in structuring and documenting such transactions.

Corporate Counseling:

Morris Nichols advises clients on complex corporate transactions and corporate governance issues. It represents boards of directors or board committees, particularly in transactions that may involve director or stockholder conflicts of interest. It also provides formal legal opinions on matters of Delaware corporate law. Corporate Counseling attorneys have long played an important role in drafting and updating Delaware's corporate statute.

Corporate Litigation:

The firm's corporate litigation practice focuses on matters related to the law governing corporations and alternative entities. Its proceedings in the Delaware Court of Chancery, Delaware Supreme Court and other courts throughout the US often involve derivative suits or class actions brought in connection with M&A transactions, takeover battles and proxy contests or other claims alleging director negligence or misconduct.

General Business Litigation:

The firm provides a full range of general litigation services, appearing before all of the Delaware trial and appellate courts, state and federal, local boards and administrative agencies and before trial and appellate courts nationwide. It represents clients in commercial, contract and business disputes of virtually every kind.

Intellectual Property:

Morris Nichols is renowned as the premier patent litigation firm in Delaware. It has achieved preeminence in IP litigation in Delaware and nationwide serving as lead counsel in many cases and assisting as co-counsel in other cases brought to Delaware by patent litigators nationwide. In fact, Lex Machina reported that Morris Nichols had the most open patent cases of any law firm in the United States in 2013 (604), and the most patent cases of any firm in the United States for the period 2009-2013 (1369).

Real Estate:

The firm's real estate practice covers the negotiation and documentation of complex commercial real estate including transactions involving the development, acquisition and sale of commercial property, commercial financing, condominium development, office, retail and industrial leasing and public-private development.

Regulation/Governmental Affairs:

The firm represents public entities and agencies, and private sector clients, before legislative bodies and city, county, state and federal regulatory agencies on unclaimed property and other matters. It is actively involved in monitoring, drafting and advocating legislation and regulations that affect clients.

Trust, Estate & Tax:

The firm acts as trust and fiduciary litigation counsel to Delaware trust companies, national banks conducting trust business in Delaware, individual trustees and beneficiaries of trusts in Delaware and other jurisdictions, and to wealthy families with trusts in Delaware. It also provides federal income, estate, gift and generation skipping transfer tax advice to individuals, trusts, estates, business enterprises and their owners, and charitable organizations nationwide.

PRACTICE AREAS

Business Reorganization & Restructuring
Commercial
Corporate Counseling
Corporate & Business Litigation
Intellectual Property Litigation
Trusts, Estates & Tax

OFFICES

DELAWARE

WILMINGTON:

1201 North Market Street, PO Box 1347, DE 19899
Tel: 302 658 9200 Fax: 302 658 3989

Clients:

General Clients: Abbott Laboratories; Agilent Technologies, Inc.; Alcatel-Lucent; AstraZeneca; AT&T Wireless Services, Inc.; Barclays Financial Corp.; Barnes & Noble Inc.; Cisco Systems, Inc.; Comcast Corp.; Eastman Chemical Company; Eaton Corporation; eBay Inc.; Edwards Lifesciences; ELAN Corporation plc; Fortistar Capital Inc.; Goodrich Corporation; GlaxoSmithKline; Honeywell International Inc.; Lucite International, Inc.; 3M Company; Merck & Co., Inc.; Motorola, Inc.; Nokia Corporation; Pfizer Inc.; The Dow Chemical Company; TPG Capital; Wal-Mart Stores, Inc.

Representative Restructuring/Bankruptcy

Engagements:

Debtors: Delta Petroleum, Laboratory Partners, Nortel Networks, Optim Energy, Ormet, Overseas Shipholding Group, Security National Properties, Seegrid, WP Steel.

Cross-Border Cases: Forest Oil, Fraser Papers, Hollinger, Zodiac Pool Solutions.

Official Committees in: Baxano, Exide Tech., Syms/Filene's Basement.

Lenders, Bondholders, Agents, Indenture Trustees and Ad Hoc Committees in: Cache, Dendreon, Edwin Watts Golf, Endeavor Int'l, Harry & David, Longview Power, Mineral Park, MSD Performance, RadioShack, Trump Entertainment Resorts.

Equity Holders in: Energy Futures Holdings, Caesars.

Acquirers: DISH Network, Great Lakes Copper, Fifth Street Finance, Fortistar, Fuddrucker's Restaurants, RCI (Ritz Camera).

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