## BANKRUPTCY/RESTRUCTURING

**Morris, Nichols, Arshe & Tunnell LLP**

**What the team is known for**

Standout business reorganization and restructuring team that has significant expertise in both lead and co-counsel roles. Possesses a deep bench of lawyers well versed in handling Chapter 11 cases for numerous stakeholders including debtors, creditors and acquirers. Also recognized for its strengths across loan workouts and reorganization proceedings, and in bankruptcy-related disputes.

**Strengths**

They are very responsive, cost-conscious and excellent lawyers. They’re worth every penny.

**Work highlights**

Represented the unsecured creditors of Boomerang Tube after the company filed for Chapter 11 protection in Delaware. Acted for the ad hoc committee of bondholders in the EveryWare Global bankruptcy. A prepackaged reorganization plan was confirmed in May 2015.

**Notable practitioners**

Derek C. Abbott, Robert J. Dehney, Gregory W. Werkheiser, and Eric D. Schwartz are recommended for their representation of a range of stakeholders including debtors, creditors and transactional case constituents in bankruptcy proceedings and related litigation. They represented Fifth Street Finance as prepetition and debtor-in-possession lender in bankruptcy proceedings worth more than $6 million.

Appreciative clients state that Robert Dehney is “creative and gets the deal done” and is “a great mix of fighter and deal maker.” He is significantly experienced in representing both debtor and creditor groups in all issues that occur both before and after Chapter 11 filings, and is noted for his out-of-court reorganization and restructuring practice. Clients say Gregory Werkheiser “spots issues and knows the law extremely well” and is “practical, proactive and has an extremely strong work ethic.” Werkheiser is noted for representing numerous parties in complex bankruptcy cases and restructurings. Recent highlights include his representation of the Teachers’ Retirement Systems of Alabama in the bankruptcy case of Signal International. The case involved the restructurings of $70 million of secured debt. Sources describe Eric Schwartz as “a great lawyer and a pleasure to work with.” Schwartz acts for both creditors and debtors and frequently advises on real estate, tax, labor and pension matters concerning insolvency cases and restructurings.

**Significant clients**


### CHANCERY

**Morris, Nichols, Arshe & Tunnell LLP**

**What the team is known for**

A preeminent firm with a high level of experience and expertise across a range of commercial disputes. Praised by market sources for its work representing an extensive array of clients in lawsuits concerning M&A, takeover battles and proxy contests, among other matters.

**Strengths**

“I have a very good impression of them, both individually and of the firm as a whole. They’re excellent people, outstanding trial lawyers, and are a pleasure to work with.”

“They’ve been on top of the facts and the law from the moment the case was filed; they’ve been very responsive, and have identified a number of cutting edge legal issues.”

**Work highlights**

Represented the conflict committees of Kinder Morgan Energy Partners in a case that challenged the company’s $27 billion reorganization. Represented Nabors Industries in litigation stemming from its merger with C&J Energy. The team successfully reversed a preliminary injunction issued in the Court of Chancery. Notable practitioners

According to sources, Kenneth Nachbar is an “absolute powerhouse” who “commands respect simply by being the most prepared and smartest person in the room.” He is a leading corporate litigator and is well known for his handling of disputes arising from corporate transactions and shareholder activism.

Jon Abramczyk is “very efficient, very knowledgeable and easy to deal with,” says sources. He has a thriving practice that focuses on litigation related to M&A and corporate governance. Interviewees attest that the “terrific” Judson Scaggs is “very knowledgeable in the law, but also a good strategic thinker.” He is well known for his expertise in litigating challenges to recapitalizations and M&A, among other matters. William Lafferty has over two decades of experience in commercial and corporate litigation. He is praised for his handling of high-stakes M&A litigation as well as his work in shareholder class and derivative actions and proxy contests. Market commentators praise him as “an outstanding trial lawyer” who is “bright, works incredibly hard for his clients and never gives you anything but sound judgment.” Sources praise Mark Hurd for being “extremely knowledgeable, efficient and responsive.” He is well known for his representation of committees of independent directors in shareholder derivative litigation. Recent highlights include his representation of the Special Committee of Zhongpin, in which he successfully reversed the Court of Chancery’s denial of a motion to dismiss a shareholder action.

**Significant clients**

Atrium Hotels, Diagnostic Laboratories, Eastman Chemical Company, Nu Skin Enterprises, Sony Entertainment.
CORPORATE/M&A & ALTERNATIVE ENTITIES

Morris, Nichols, Arst & Tunnell LLP

What the team is known for Exceptional firm with a strong bench that provides the full range of commercial services with particular strength working on alternative entity matters. Provides strong counsel on M&A, fund formation work and corporate litigation. Possesses deep experience working on matters in the oil and gas master limited partnership space. Also plays an important role in drafting and updating Delaware's alternative entities statutes.

Strengths (Quotes mainly from clients)

“They do first-rate work – they're fantastic. They are very knowledgeable and have deep expertise on the relevant law.”

“They're just always available and always prompt - I absolutely love that. They also know how we work, they know what we like and what we don't like. It makes the process much more efficient.”

Work highlights Provided advice to Delek US Holdings on its acquisition of a 48% stake in Alon USA Energy, worth $572.4 million. Advised members of Hilton Worldwide's special committee on its purchase of properties from majority stockholder Blackstone Affiliates. The transaction was valued at approximately $2 billion.

Notable practitioners The “very seasoned and well-regarded” Frederick Alexander enjoys a fine reputation for his expertise in M&A and corporate governance matters and maintains a strong track record for his counsel to boards of directors and board committees. He is also highly regarded for his strengths in IPOs. Sources commend Eric Klinger-Wilensky for his deep understanding of the law and practical advice.

He is an up-and-coming figure in the market and frequently helps both corporations and investors on the structuring of capital investments. Andrew Johnston is “a strong adviser and incredibly responsive,” reports one appreciative client. He is praised for his work advising corporations on Delaware law and has experience working with a variety of parties in an array of matters including conflict transactions, sale of control and hostile takeovers. Jeffrey Wolters is experienced in M&A transactions, proxy contests and independent committee matters. His recent highlights include advising Staples in its $6.3 billion acquisition of Office Depot. The “very smart and experienced” Louis Hering is highly recommended for his corporate work; he is well known for his expertise on limited partnerships and limited liability companies. Clients say David Harris is “a fantastic lawyer who’s very commercial and pragmatic.”

He is praised for his knowledge on issues relating to private equity funds and other investment vehicles organized as Delaware entities. The “very well-regarded” Patricia Vella is noted for her expertise in structuring complex transactions and she regularly counsels boards of directors on their fiduciary duties. She is also regularly engaged to provide counsel on corporate governance matters. Walter Tuthill comes recommended for his alternative entities work and is highly experienced in the banking and insurance arena. “He has broad knowledge which becomes important when you want to negotiate an agreement,” a satisfied client reports.

Significant clients Advent, Barclays, Family Dollar Stores, Koch Industries, Merck & Co.

INTELLECTUAL PROPERTY

Morris, Nichols, Arst & Tunnell LLP

What the team is known for Preeminent IP practice that comes recommended for its patent-related work and has significant experience litigating cases in all areas of technology. Stands out for its unrivaled bench strength and is also regularly engaged to advise on copyrights, trademarks and trade secrets matters.

Strengths (Quotes mainly from clients)

“They have highly skilled attorneys who are effective advocates for clients.”

“It’s a good firm with very solid partners and very good junior and senior-level associates.”

Work highlights Represents Agilent, Affymetrix and Life Technologies in patent infringement cases related to immobilized nucleic acid arrays. Represents the plaintiffs in patent infringement cases involving UCB’s Vimpat drug.

Notable practitioners Market commentators say Jack Blumenfeld remains “the most respected patent litigator in this market” and is “an excellent leader, with very strong technical skills and very strong legal skills.” Recent highlights include acting as lead counsel for UCB in patent infringement cases relating to transdermal delivery systems. Mary Graham is described by sources as “outstanding – very smart, hard-working, responsive and knows the different judges in the district well.” She has experience in a wide range of industries and has expertise in representing clients in trade secrets, patent and licensing and copyright cases both in trial and appellate courts. The “terrific” Karen Jacobs has a highly regarded IP practice that focuses on patent litigation. She is also frequently involved in copyright, unfair competition and trademark disputes. Sources say Maryellen Noreika is “really, really good, a very skilled litigation attorney” who is “good technically and strong legally.” She is active in an array of industries including medical devices, pharmaceuticals and biotechnology. Rodger Smith has a thriving IP practice that is especially focused on patent litigation. He serves as lead counsel for Solenis in patent cases concerning the extraction of corn oil from corn-to-ethanol production streams. Thomas Grimm is an established trial lawyer with expertise in IP as well as general business litigation. Recent highlights include representing Gevo in a patent infringement case relating to the use of isobutanol. Michael Flynn is building an IP litigation practice in a range of industries, but has particular focus on networking, web-based technology and retail technology.

Significant clients AbbVie, Comcast, Genentech, GlaxoSmithKline, Oracle.
Leaders

ABBOTT, Derek C
Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9357
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Featured in Bankruptcy/Restructuring (Delaware)
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.

ABRAMCZYK, Jon E
Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9211
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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 (1985-1986).
Personal: Tulane University Law School (JD, cum laude, 1985); Tulane Law Review, Senior Managing Editor (1984-1985), Editor (1983-1984); The Wharton School of the University of Pennsylvania (BS and BA, 1982).

ALEXANDER, Frederick H
Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9228
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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.

MALCOLM, Lisa M
Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9171
lmalcolm@mnat.com
Featured in Intellectual Property (Delaware)
Practice Areas: IP Litigation. Represents clients in intellectual property litigation spanning a wide variety of industries, with a particular focus on computer and internet technology and consumer products.
Professional Memberships: ABA (IP Law and Litigation Sections); AIPLA, FRBA, DSBA.
Career: Before joining Morris Nichols, Michael was a consultant and lobbyist on business and technology policy issues. He was a founder or officer in firms offering Internet-based marketing, promotions, and e-commerce solutions.
Personal: Tulane University Law School (JD, cum laude, Order of the Barristers, 2009); Swarthmore College (BA 1997). Admissions: Delaware, USDC (Delaware), Federal Circuit.

GRAHAM, Mary B
Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Intellectual Property (Delaware)
Practice Areas: Intellectual Property and patent litigation.
Personal: Yale University (JD, 1977); State University of New York at Albany (BA, 1974).
ISKEN, Donald Nelson
Morris, Nichols, Arst & Tunnell LLP,
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302 351 9222
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Featured in Real Estate (Delaware)
Practice Areas: Member of the Commercial Law Counseling Group concentrating in and the leader of the firm’s commercial real estate 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, 1989-93).
Personal: Bucknell University (AB, 1975); University of Miami School of Law (JD, cum laude, 1978). Admissions: Delaware (1978). Community Activities: Horses for Life Foundation, Board of Directors; The Arc of Delaware, Former Board Member; Wilmington Renaissance Corporation, Former Board Member.

JACOBS, Karen
Morris, Nichols, Arst & Tunnell LLP,
Wilmington
302 351 9227
kjacobs@mnat.com
Featured in Intellectual Property (Delaware)
Professional Memberships: AIPLA; Delaware Volunteer Legal Services (Board member, past-President); DSBA, Professional Guidance Committee (Co-Chair), Women and the Law Section (former Chair).

JOHNSTON, Andrew M
Morris, Nichols, Arst & Tunnell LLP,
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302 351 9202
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Featured in Corporate/M&A (Delaware)
Practice Areas: Delaware Corporate Law Counseling Group advising on Delaware corporate law issues including fiduciary duties of directors, officers and stockholders, financings, conflict of interest transactions, corporate governance, indemnification and director liability.
Professional Memberships: DSBA, Council of the Corporation Law Section.
Publications: Co-author in Bloomberg BNA Corporate Practice Series “Special Committees of Independent Directors” (No. 79) and “Preferred Stock” (No. 99); “Sentfeld v. Slager — The Case About Nothing,” Preferred Returns newsletter of the ABA Business Law Section’s PE and VC Committee (Dec. 2012).

PERSONAL: Northwestern University School of Law (JD, cum laude, 1982); Kenyon College (BA, summa cum laude, 1979).
KUNGER-WILENSKY, Eric S
Morris, Nichols, Arst & Tunnell LLP,
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Featured in Corporate/M&A (Delaware)
Practice Areas: Corporate law counseling including M&A, capital investment structures and corporate governance.
Personal: University of Pennsylvania Law School (JD, cum laude, 2003); Executive Editor, University of Pennsylvania Law Review; Hofstra University (BA, summa cum laude, 2000).

LAFERTY, William M
Morris, Nichols, Arst & Tunnell LLP,
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Featured in Chancery (Delaware)
Practice Areas: Corporate, commercial and business 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 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).

NACHBAR, Kenneth J
Morris, Nichols, Arst & Tunnell LLP,
Wilmington
302 351 9294
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Featured in Chancery (Delaware)
Practice Areas: Corporate & 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.
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, Arst & Tunnell LLP,
Wilmington
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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; Former, Past 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).

SMITH II, Rodger D.
Morris, Nichols, Arst & Tunnell LLP,
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Featured in Intellectual Property (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.
Personal: Northwestern University (MM and JD, cum laude, 1977), Denison University (BA, 1973).
VELLA, Patricia O
Morris, Nichols, Arsh & Tunnell LLP, Wilmington
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Featured in Corporate/M&A (Delaware)
Practice Areas: Corporate law counseling including M&A, corporate control contests and governance.
Professional Memberships: ABA: Corporate Laws Committee, M&A Committee, Acquisitions of Public Companies Subcommittee (Vice-Chair), Joint Task Force on Governance Issues in Business Combinations (Co-Chair).
Career: Law Clerk to The Honorable Randy J Holland, Delaware Supreme Court (1996-1997).
Personal: Delaware Supreme Court’s Professional Responsibility Board (appointed 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, Arsh & Tunnell LLP, Wilmington
302 351 9229
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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.
Personal: Pennsylvania State University (BS 1992); Widener University School of Law (magna cum laude, 1996).

WOLTERS, Jeffrey R
Morris, Nichols, Arsh & Tunnell LLP, Wilmington
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Featured in Corporate/M&A (Delaware)
Practice Areas: Delaware Corporate counseling; mergers and acquisitions.
Professional Memberships: ABA; DSBA; TerraLex, North American M&A Group (Chair).
Personal: Adjunct Corporate M&A Professor, Villanova University Law School (2010-2014); University of Virginia School of Law (JD, 1992); Virginia Law Review (Articles Editor, 1991-1992); University of Delaware (BA, 1988).
Morris Nichols Arsh & 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 17,000 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 reorganization 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 co-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 & Business 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. Morris Nichols also provides a range of general business 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 led Delaware and US firms in patent litigation activity, “handling more cases in 2014 than any other Delaware firm—or any other firm in the nation.”

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.

Clients:


Representative Restructuring/Bankruptcy Engagements: