

CHAMBERS & PARTNERS

LEGAL PUBLISHERS

CHAMBERS USA

America's Leading
Lawyers for Business

2014
The Client's Guide

is ranked in Chambers USA 2014 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 4

Werkheiser Gregory Morris, Nichols, Arsht & Tunnell LLP

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Full-service bankruptcy and restructuring practice, particularly strong on Chapter 11 filings. Also noted for its provision of restructuring advice to boards of directors, parent companies and shareholders.

Strengths

(Quotes mainly from clients)

"I think that this is an excellent firm that offers outstanding bankruptcy and restructuring expertise. The attorneys offer a complete suite of services and expertise."

Work highlights Representing RPM International in a bankruptcy and in potential liability claims of \$1 billion, concerning asbestos contamination.

Notable practitioners

Sources are unanimous in their appreciation of **Derek Abbott**, who is described as *"a true pleasure to work with."* One happy client states that Abbott is *"my*

favorite debtor's lawyer anywhere." He elicits particular praise from sources for his *"sophisticated approach"* to negotiations between creditors and debtors. **Robert Dehney** is described by one impressed source as one of the *"smartest people in the industry."* He is an *"effective advocate,"* commentators note, and he is also singled out for his *"negotiation skills and extensive network, which allow him to identify issues and strategies and to deliver results."* **Gregory Werkheiser** handles all areas of bankruptcy and restructuring, and is considered by clients to be *"one of the most technically proficient and intelligent"* in this area. He is also praised for his *"ability to stay calm in heated negotiations."*

Significant clients Broadcast Music, Johnson Controls, Pinnacle Airlines, Syms Corporation, Vaso Active Pharmaceuticals.

CHANCERY

Chancery

Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Senior Statesmen

Senior Statesmen: distinguished older practitioners

Sparks III A Gilchrist 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

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

Band 4

Hurd Mark Morris, Nichols, Arsht & Tunnell LLP

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for An established chancery practice, noted for its handling of contract-based claims and litigation. The firm is additionally well versed in mergers and acquisitions-related work, proxy contests and shareholder disputes and is experienced in matters involving alternative entities.

Strengths

(Quotes mainly from clients)

"A high-quality outfit."

Work highlights Acted for the special committee of Dell in a putative class action brought by shareholders in connection with a proposed going-private deal of Michael Dell and Silver Lake Partners affiliates. The firm was successful in obtaining a favorable outcome for the client.

Notable practitioners

Peers recognize **Kenneth Nachbar** as an *"excellent trial lawyer"* who *"knows his way around the courtroom"* and who has a *"tremendous effect on the courts in Delaware."* Nachbar focuses on litigation relating to M&A and Delaware corporations. **William Lafferty**

handles a broad range of business litigation including shareholder derivative and class action suits and proxy contests. Peers regard him as a *"premier litigator"* in this field. **Jon Abramczyk** has a wealth of experience in corporate issues, handling a range of matters including derivative actions, proxy disputes and M&A litigation. He recently represented the shareholder representatives of Appriva in a dispute over contract provisions in its sale to ev3. **Mark Hurd** handles M&A litigation, securities litigation and disputes relating to the governance of Delaware corporations. He recently acted for the special committee of Dell in a putative class action relating to a proposed going-private merger. The highly experienced **Gilchrist Sparks** is widely considered to be *"a legend of the Bar."* One peer confirms that *"he is incredibly smart and well respected"* in Delaware.

Significant clients Air Products and Chemicals, Appriva, Constellation Energy Partners, Patriot Technologies, RPRS Gaming.

CORPORATE/M&A & ALTERNATIVE ENTITIES

Corporate/M&A & Alternative Entities
Leading Firms
Band 1
Morris, Nichols, Arsht & Tunnell LLP
Leading Individuals
Band 1
Hering Louis G <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Tuthill Walter C <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
Vella Patricia <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Wolters Jeffery <i>Morris, Nichols, Arsht & Tunnell LLP</i>

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Established market leader with a breadth of expertise in M&A and corporate litigation. The group additionally focus on alternative entities and fund formation, where it provides corporate advice to both private and public companies.

Strengths (Quotes mainly from clients)

"The quality of their advice is routinely superior and highly reliable."

Work highlights Represented Berkshire Hathaway in its \$28 billion purchase of food manufacturer H.J. Heinz.

Notable practitioners

Frederick Alexander is considered a *"true dean of the Delaware Bar"* and comes recommended for his M&A and corporate governance works, and is also noted for his capital raising expertise. Sources highlight his excellent negotiating skills and also single him out as *"practical and commercial, and in terms of boardroom advisory work."* *"Top-notch"* lawyer **Louis Hering** draws acclaim for his proactivity, communication skills and excellent judgment. Hering is recognized for his M&A expertise, with a particular emphasis on structures involving alternative entities. **Walter**

Tuthill is highly regarded for his alternative entities work and has a wealth of experience handling partnership, limited liability company and statutory trust matters. He is also sought after for his strength in bank and insurance regulatory matters as well as general M&A and contract law issues. **Jeffery Wolters** is described as *"highly commercial and responsive"* and draws further praise for his *"charismatic and client-friendly"* nature. His recent highlights include acting as partner on Berkshire Hathaway's high-profile acquisition of H.J. Heinz. The *"incredibly smart and well-respected"* **Gilchrist Sparks** principally concentrates on M&A and litigation concerning the governance of Delaware corporations, and is regarded as a *"legend of the Bar"* by market sources. *"Talented lawyer"* **Patricia Vella** handles a broad array of corporate matters, including M&A and financings for publicly traded and privately held corporations, and is described by commentators as *"prompt, responsive, knowledgeable and practical."*

Significant clients AsiaInfo-Linkage, Contango Oil Company, Crestwood Midstream, Dex Media, Navistar.

INTELLECTUAL PROPERTY

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 Rodger <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Band 4
Grimm Thomas C <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Heaney Julia <i>Morris, Nichols, Arsht & Tunnell LLP</i>

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Prominent practice in Wilmington, reputed for its intellectual property litigation. Representation of clients in a range of patent infringement cases, trademark disputes and defense-side Abbreviated New Drug Application (ANDA) litigation.

Strengths (Quotes mainly from clients)

"They are a standout intellectual property firm. All good lawyers there, a much deeper bench, and up-and-coming attorneys who are very good."

Work highlights Represented biopharmaceutical company Alkermans in a patent infringement case relating to a generic production of the drug Par Megace ES.

Notable practitioners

Peers have no disagreements about **Jack Blumenfeld's** star ranking and say that he merits the highest consideration for his experience and knowledge in intellectual property. He handles a range of patent litigation and is remarked to have *"good judgment"* in this area. **Rodger Smith** handles a range of first chair and local counsel work in Delaware. He recently represented Dow Chemical in a patent infringement trial against Nova Chemicals in which he was successful in obtaining a \$61.7 million jury verdict

in favor of his client. **Mary Graham** is respected by market commentators for her tenacious litigation skills. She has represented clients in a range of patent cases, recently acting for Intervet in a pharmaceutical patent infringement matter. **Karen Jacobs** is described as *"very responsive, capable and knowledgeable"* by market observers. Jacobs handles intellectual property litigation, with a focus on patent litigation. **Maryellen Noreika** is a patent litigator with a focus on the biotechnology, medical device and pharmaceutical spaces. She recently acted for Alkermes in a patent infringement case in the District of Maryland. **Julia Heaney** is a respected IP litigator and is recognized for her work with pharmaceutical industry clients, often in relation to patent infringement and trade secret cases. She is also strong in the technology area and has handled cases for clients such as Alcatel-Lucent and Seagate. **Thomas Grimm** has a wealth of experience in IP litigation, most notably with respect to patent and trademark matters. He recently acted for Cadence and Pharmatop in a patent infringement case concerning generic copies of Cadence's Ofirmev drug.

Significant clients Alcatel-Lucent, Bayer Pharma, Cisco Systems, eBay, Fujitsu.

Leaders' Profiles

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: 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).

Personal: 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
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: 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); Law Clerk to The Honorable Joseph T Walsh, Delaware Supreme Court, 1985-86.

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, Business Law Section, Negotiated Acquisitions Committee, Acquisitions of Public Companies Task Force (Editorial Board); Committee on Federal Regulation of Securities, Task Force on Shareholder Proposals; Committee on Corporate Laws (Co-Chair, General Review Task Force).

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

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

BLUMENFELD, Jack B

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

Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property and 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: Yale University (JD, 1977); State University of New York at Albany (BA, 1974); 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.

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: Pace University (JD, 1990); Dickinson College (BA, 1987); Managing Editor Pace Envtl. L. Rev.; Admissions: Connecticut; New York; Delaware; Pennsylvania; Law Clerk to the Honorable Prudence Beatty, US Bankruptcy Judge, SDNY.

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, Vol. XXVI, (June 2007).

GRAHAM, Mary B

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9199
mgraham@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; U.S. District Court, District of Delaware, Intellectual Property Advisory Committee.

Career: Stanford University (BS in mathematics, with distinction, 1974); Massachusetts Institute of Technology (MS in mathematics, 1978); Yale Law School (JD, 1982); Law Clerk to The Honorable Walter K Stapleton, U.S. District Court for the District of Delaware.

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

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 group, corporate and business litigation.

Professional Memberships: ABA; Delaware State Bar Association; Pennsylvania Bar Association; United States Court of Appeals for the Federal Circuit; United States Court of Appeals for the Third Circuit

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

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 different 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.

Career: Johns Hopkins University (BS, with honors, 1988); Columbia University School of Law (JD, 1991).

Personal: Managing Intellectual Property: IP STARS - TOP 250 WOMEN IN IP (2013).

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, former Chair of Limited Partnership Committee and Single Member LLC Agreement drafting project; DSBA Committees responsible for updating Delaware limited

liability company, partnership and statutory trust acts.

Career: Cornell University (AB 1982); UCLA (JD 1986); Law Clerk to Honorable Carolyn Berger, Delaware Court of Chancery; Admissions: Delaware; New York; District of Columbia.

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

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

ISKEN, Donald N

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 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).

Career: Bucknell University (AB, 1975); University of Miami School of Law (JD, cum laude, 1978); Admissions: Delaware (1978).

Personal: Board of the Directors of the Association of Retarded Citizens of Delaware; Board of Directors, Wilmington Renaissance Corporation.

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, and contract and licensing disputes.

Professional Memberships: DSBA; AIP-LA; Board member, past-President, Delaware Volunteer Legal Services; Co-Chair, Delaware State Bar Professional Guidance Commit-

MORRIS NICHOLS ARSHT & TUNNELL LLP

tee; DSBA Executive Committee Member; Women and the Law Section (former Chair).

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

Publications: Pretrial Preparation, ANDA Litigation: Strategies and Tactics for Pharmaceutical Patent Litigators, 329-350 (2012) Legitimate Businesses Get Caught in the Web: Does the Anticybersquatting Protection Act Go Too Far?, Delaware Law Review, Vol. 10:1 (2008).

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: Fellow, American College of Trial Lawyers; ABA Business Law Section, Committee on Business and Corporate Litigation; DSBA Corporation Law Section; Committee on Professional Ethics; Chair, Delaware Commission on Continuing Legal Education (2004-07).

Career: University of Delaware (BS, BA, 1985); The Dickinson School of Law (JD, 1989), Articles Editor, Dickinson Law Review 1988-89; Law Clerk to The Honorable Maurice A Hartnett, III, Delaware Court of Chancery (1989-90).

Publications: "Material Adverse Effects And Reasonable Best Efforts: The Hexion/Huntsman Opinion," Morris Nichols Publications (2008).

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.

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

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

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.

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

SMITH, Rodger

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

Featured in Intellectual Property (Delaware)

Practice Areas: Practice group coordinator, 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: New York University School of Law (JD, magna cum laude, 1993); The Wharton School of the University of Pennsylvania (BS, magna cum laude, 1990); Law Clerk to The Honorable W. Eugene Davis, United States Court of Appeals for the Fifth Circuit. Admissions: Delaware, 1998, New York, 1994.

SPARKS III, A Gilchrist

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

Featured in Chancery (Delaware), 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).

Career: 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).

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

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.

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

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).

VELLA, Patricia

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

Featured in Corporate/M&A (Delaware)

Practice Areas: Corporate Counseling; Opinions; Mergers and Acquisitions.

Professional Memberships: ABA Mergers & Acquisitions Committee; ABA Joint Task Force -Governance Issues in Business Combinations.

Career: Villanova University School of Law (JD, magna cum laude, 1996) Executive Editor, Villanova Law Review University of Delaware (BS, magna cum laude, 1992).

Publications: Review of Securities & Commodities Regulation: Confidentiality and Standstill Agreements (2013) Board's Role in Retaining, Managing and Relying on Financial Advisors in M&A Transactions, (2013) University of Texas School of Law's Annual Conference on Securities Regulation and Business Law (2013).

Personal: Appointed by Delaware Supreme Court, Court's Board on Professional Responsibility (2012).

WERKHEISER, Gregory

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

Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Business Reorganization and Restructuring; Chapter 11 business restructuring, Bankruptcy acquisitions and transactions, Committee representations, Debtor-in-possession (DIP) financing, representation of secured and unsecured lenders to bankrupt or distressed companies and bankruptcy-related litigation.

Professional Memberships: American Bar Association -Business Law and Litigation Sections, Delaware Bar Association - Bankruptcy Law, Committee Law and Litigation Sections, American Bankruptcy Institute and Federal Bar Association.

Career: Pennsylvania State University (B.S. 1992); Widener University School of Law (magna cum laude, 1996); Delaware Journal of Corporate Law Articles Editor (1995-96).

WOLTERS, Jeffery

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

Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Counseling; Mergers and Acquisitions.

Professional Memberships: ABA; DSBA; TerraLex.

Career: University of Virginia School of Law (JD, 1992); Virginia Law Review (Articles Editor, 1991-92); University of Delaware (BA, 1988).

Publications: ABA Business Law Today - Delaware Law Pitfalls in IPOs (November 2013); TerraLex Connections - Recent Delaware Decisions Guide US & Foreign Companies (January 2013).

Personal: TerraLex Conference Presenter - What's New in Delaware and Facilitating Multi-Jurisdiction Collaboration (September, 2013); Adjunct Corporate M&A Professor, Villanova University Law School.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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

Managing Partner: Frederick H Alexander

Number of partners: 39 Number of other lawyers: 47

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.

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 group 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 the group, acting as either lead or local counsel, have had major roles in virtually every significant chapter 11 case to be 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:

The firm 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 lawyers 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:

The firm is at the forefront of the development of IP law and has the reputation 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 one role or the other, the firm is counsel in nearly half of the intellectual property cases pending in the District of Delaware.

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.

OFFICES

DELAWARE

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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.; Clear Channel Broadcasting, Inc.; Comcast Corp.; Eaton Corporation; eBay Inc.; Echostar Communications Corporation; Edwards Lifesciences; ELAN Corporation plc; Fortistar Capital Inc.; Goodrich Corporation; GlaxoSmithKline; Honeywell International Inc.; INVISTA; Lucite International, Inc.; 3M Company; Merck & Co., Inc.; Motorola, Inc.; Nokia Corporation; Pfizer Inc.; The Dow Chemical Company; TPG Capital; Wal-Mart Stores, Inc.; Wyeth.

Representative Restructuring/Bankruptcy Engagements:

Debtors (Overseas Shipholding Group, Inc.; Ormet Corp.; Nortel Networks Corp.; RG Steel; Delta Petroleum; Hancock Fabrics, Inc.; Penn Traffic Company; Trico Marine Services Inc.; Townsends, Inc.; Emivest Aerospace Corp.); Cross-Border Cases (Fraser Papers Inc.; Hollinger Inc.); Official Creditor and Equity Committees (Filenes/Syms; Local Insight Media Holdings Inc.; Sea Containers, Ltd.); Lenders, Bondholders, Agents, Indenture Trustees and Ad Hoc Committees (Fifth Third Bank; Nebraska Book; Harry & David; Orchard Brands; Oriental Trading Co.; Wilmington Trust Company); Acquirers (DISH Network; Luby's Fuddruggers Restaurants; Ritz Camera & Image; Fortistar LLC; Fifth Street Capital).

**MORRIS
NICHOLS
ARSHT &
TUNNELL**

