

Local litigation firms

Highly recommended

Abrams & Laster

Morris Nichols Arsht & Tunnell

Potter Anderson & Corroon

Richards Layton & Finger

Skadden Arps Slate Meagher & Flom

Young Conaway Stargatt & Taylor

Recommended

Ashby & Geddes

Balick & Balick

Bouchard Margules & Friedlander

Connolly Bove Lodge & Hutz

Duane Morris

Grant & Eisenhofer

Greenberg Traurig

Morris James

Prickett Jones & Elliot

Proctor Heyman

Seitz Van Ogtrop & Green

WolfBlock

Delaware

Delaware is home to some of the most sophisticated judges in the nation, according to sources, as well as the incorporation locale of more than 60 percent of those companies listed on the New York Stock Exchange. The Court of Chancery and the US District Court of Delaware require each plaintiff and defendant to hire local counsel members of the Delaware Bar alongside any national counsel a corporation may need. For this reason, competition between Delaware firms is stiff but collegial as the community remains a tight-knit group of lawyers who see each other daily, and often live on the same Wilmington blocks.

Highly recommended firms

Competitors say Kevin Abrams and Travis Laster are “the two most talented lawyers in the state.” The firm Abrams & Laster moves into the highly recommended group for the first time this year earning many similar recommendations.

The firm proclaims involvement in more than 100 decisions, and many more cases. Its experience in corporate control litigation and derivative actions leads one client to say, “There is no one else in Delaware I ever need to go to.” Abrams & Laster fought *Kapoor v Fujisawa Pharmaceuticals*, where attorneys represented a director and officer in one of the earliest advancement cases, and *Yuen v Gemstar-TV Guide International* as attorneys obtained a first impression decision and the Court of Chancery dismissed claims in favor of arbitration. The firm’s other clients include Cox Enterprises, Harrah’s Entertainment and Caremark.

Partners Abrams and Laster, three years after leaving Richards Layton & Finger, have developed a particular expertise in appraisal proceedings. In 2005, Abrams defended an appraisal action and obtained a fair value determination below merger price for client Liberty Digital.

Morris Nichols Arsht & Tunnell is described as “the most powerful firm in Delaware.” A Gilchrist Sparks is called “impressive” and “a face well known in Delaware courts,” by sources. Martin Tully acts as member of the Court of Chancery Rules Committee and was called an “important lawyer” by his peers.

Recent representations include Coca-Cola, Ford Motor Company, Hallmark, Viacom and Wyeth. David Teklits is recognized by peers as a “real lawyer to watch” in the future. Already a partner, Teklits represented Cadbury Schweppes, The Carlyle Group and Dr. Pepper Bottling Company of Texas in the

Court of Chancery.

The firm’s intellectual property prowess came with high praise from competitors. Jack Blumenfeld is described as “one of the main competitors” by one peer and another said his group is “at the top of its class.” In recent matters, the firm represented Baush & Lomb, Abbott Labs, Medtronic, Nokia and Qualcomm.

Described by one competitor as “one of the finest firms I know,” Potter Anderson & Corroon’s unique ability to handle a variety of litigation matters lands it among highly recommended firms. Chip Price Jr is recognized by peers throughout the mid-Atlantic region as a top-tier products liability and asbestos lawyer. Price represents two of Delaware’s largest employers, DaimlerChrysler and DuPont. He also tries railroad, environmental, toxic tort and computer cases.

Chair-Elect Donald Wolfe is selected by peers as a “name to know” in the Delaware marketplace. Wolfe defended Hewlett Packard shareholders in successful acquisition of Compaq and The Walt Disney Company connection with a proxy contest initiated by former Disney directors and their ensuing challenge to the validity of the election of directors. Michael Goldman was often mentioned in the same description as Wolfe as two of the “very best” in Delaware. Goldman’s recent representation of J.P. Morgan, Lucent and Morgan Stanley had competitors raving about Goldman’s talent.

Wolfe currently represents Citigroup in an internal investigation, as well as Bank of America in several litigation matters arising from the current subprime mortgage crisis.

John James is recognized by many national insurance litigation leaders as one of the top lawyers in Delaware, representing various Fortune 500 policy holders. With more than 20 years experience James is deemed a “very smart and talented” lawyer by peers.

“The three partners of Bouchard Margules & Friedlander are consistently recommended by clients and peers as the three ‘smartest’ and ‘most talented’ lawyers in Delaware. Most of the firm’s cases are handled in the Court of Chancery and involve patent, transactional or director and officer claims settlement.”

Local litigation stars

Kevin Abrams Abrams & Laster	Stuart Grant Grant & Eisenhofer	Chip Price Jr Potter Anderson & Corroon
Thomas Allingham Skadden Arps Slate Meagher & Flom	Richard Herrmann Morris James	A Gilchrist Sparks Morris Nichols Arsht & Tunnell
Lawrence Ashby Ashby & Geddes	James Holzman Prickett Jones & Elliott	Allen Terrell Richards Layton & Finger
Andre Bouchard Bouchard Margules & Friedlander	Rudolf Hutz Connolly Bove Lodge & Hutz	Martin Tully Morris Nichols Arsht & Tunnell
Donald Detweiler Greenberg Traurig	John James Potter Anderson & Corroon	Gregory Varallo Richards Layton & Finger
Jesse Finkelstein Richards Layton & Finger	Travis Laster Abrams & Laster	William Wade Richards Layton & Finger
Daniel Folt Duane Morris	Lewis Lazarus Morris James	Edward Welch Skadden Arps Slate Meagher & Flom
Joel Friedlander Bouchard Margules & Friedlander	David Margules Bouchard Margules & Friedlander	Gregory Williams Richards Layton & Finger
James Geddes Ashby & Geddes	David McBride Young Conaway Stargatt & Taylor	Donald Wolfe Potter Anderson & Corroon
Michael Goldman Potter Anderson & Corroon	Edward McNally Morris James	

Delaware's largest law firm, **Richards Layton & Finger**, makes it one of the First State's most talented firms. With more Local Litigation and Future Stars than any other Delaware firm, Richards Layton & Finger's present and future look "extremely bright," according to one client. The firm's lawyers attribute their success to the prior generation of the firm that established a conscience effort building a deep bench of litigators.

Greg Williams is president of the firm, and well-respected by Delaware bar members. In recent years, he represented The Walt Disney Company in a more than two-month long trial. In July 2007, partner **Greg Varallo** fought and won an appeal for BCE, alongside Mayer Brown, that established attorney-client privilege between parent and subsidiary corporations. Former president of the firm **Allen Terrell** is still "very active in Delaware circles" according to peers and is widely recognized as a premier talent.

The most impressive thing about the firm, however, may be the activity of its younger lawyers. The Future Stars list is dominated by three Richards Layton & Finger partners. **Jeffery Moyer** worked on two of the firm's most important intellectual property representations, Bayer AG and QuinStreet, Inc. In a patent infringement case, Moyer represented Bayer AG and QuinStreet, in US District Court of Delaware.

Srinivas Raju's clients include former Yugoslavian Prime Minister Milan Panic, GI Partners and Pacific Energy Partners. Other clients say Raju is the "next big thing" in Delaware litigation. In significant litigation Raju represented Targa Resources in a

connection with a \$700 million asset purchase.

Skadden Arps Slate Meagher & Flom is described by competitors as the "only New York firm to make an impact in the Delaware marketplace." Peers say office leader **Edward Welch** is "superb" and "a genius." Welch recently represented Coca-Cola in litigation brought by the Teamsters alleging breach of fiduciary duties owed to its largest bottler. Welch also practices securities, patent and class-action litigation regularly.

Welch's partner Thomas Allingham is recognized for his experience in trial and appellate cases. Allingham is called "one of the best lawyers in the country" and a "superb writer in a courtroom where writing is key." Allingham was lead trial lawyer representing Emerging Communications in statutory appraisal and breach of fiduciary duty claims flowing from a going-private merger. The judgment tripled the merger price.

While the firm often represents its institutional clients from the New York office, it is unmatched by other national litigation firms which make an impact in the Court of Chancery.

Young Conaway Stargatt & Taylor prides itself in working alongside larger national firms in order to get clients the best results. Peers describe **David McBride** and **Bruce Silverstein** as "very good" and a "pair with significant litigation experience."

In 2007, the firm represented Express Scripts in a highly contested \$26 billion takeover case with Caremark. McBride and Silverstein led a team that achieved a

preliminary injunction. The Court of Chancery eventually issued an opinion respecting the required disclosures as a target company in a bidding contest and resolved an issue of first impression pertaining to the availability of appraisal rights where a merger is funded by a special dividend.

Rolin Bissel is called a "real up-and-comer" by peers. Bissel worked alongside Silverstein in *Frontier Oil v Holly* where a merger between the two corporations collapsed and Frontier sought damages in excess of \$100 million against Young Conaway client Holly Corp. Following an expedited trial, the Court of Chancery found that Holly did not breach the merger agreement.

Recommended firms

Ashby & Geddes is a litigation group on the cusp of ground-breaking litigation in Delaware. Led by **Lawrence Ashby** and **James Geddes**, the firm was described by peers as a "firm to refer work to."

In the past year the firm obtained a key ruling in *Feldman v Cutaia*, one of the most important stockholder derivative cases in the state. The Supreme Court of Delaware clarified the distinction between direct and derivative shareholder claims, a distinction important in dictating a plaintiff's ability to maintain cause of action following a merger.

The white-collar practice of **Balick & Balick** is the "very best" in Delaware and has "a history unsurpassed in that area of law," according to sources. The firm that produced four former Delaware judges and Senator Joseph Biden is no stranger to the white-

Future stars

Rolin Bissell
Young Conaway Stargatt & Taylor

Daniel Griffith
Whiteford Taylor & Preston

Thomas Hanson
Morris James

Margaret Manning
Whiteford Taylor & Preston

Jeffrey Moyer
Richards Layton & Finger

Katherine Neikirk
Morris James

Srinivas Raju
Richards Layton & Finger

Chad Shandler
Richards Layton & Finger

David Teklits
Morris Nichols Arsht & Tunnell

Jennifer Voss
Skadden Arps Slate Meagher & Flom

collar world of the local market. Balick has experience practicing health, civil and personal injury litigation in district and appellate courts.

The three partners of **Bouchard Margules & Friedlander** were consistently recommended by clients and peers as the three “smartest” and “most talented” lawyers in Delaware. Most of the firm’s cases are handled in the Court of Chancery and involve patent, transactional or director and officer claims.

In October 2007, the firm obtained a settlement 45 percent above merger price for Kazakh client Chaparral Resources after class action against Russian oil company Lukoil in *In re Chaparral Resources*.

Patent litigation powerhouse **Connolly Bove Lodge & Hutz** is a “formidable opponent” in the local and national marketplaces. The firm’s 27 patent attorneys and four patent agents give it the most of any firm in Delaware. **Rudolf Hutz** is “a competitive threat,” according to one peer. The firm’s unique ability to handle intellectual property clients such as Pfizer in the US Federal Court of New York gives it an advantage over most other Delaware firms.

The Philadelphia office of **Duane Morris** branched out to Wilmington in 1985 and since that time established itself on the Delaware landscape with stars such as **Dan Folt**. Folt has expertise in white-collar crime, but also the ability to handle a variety of matters including securities, intellectual property and complex commercial manufacturers. In his 17 years of practice, Folt has handled more than 70 civil, criminal and administrative trials.

Delaware litigation boutique **Grant & Eisenhofer** has “marvelous talent within their partner ranks,” one peer firm says. The firm has a particularly recommended class-action practice, which has recently earned six settlements in excess of \$100 million.

Since the firm’s founding 12 years ago, **Stuart Grant** has led his litigation team into courtrooms across the mid-Atlantic including Delaware, the District of Columbia, Massachusetts, New York and Philadelphia. Recently, Grant was lead trial counsel in the six-week securities trial of client Safety-Kleen Corp, which resulted in judgments holding the company’s CEO and CFO jointly and severally liable for nearly \$200 million.

Donald Detweiler of **Greenberg Traurig** has “established an impressive stamp on the Delaware marketplace,” according to one competitor. Detweiler’s bankruptcy practice is renowned state-wide among peers. Corporate, restructuring and securities litigation practices also find themselves a home at the Wilmington office. Recently, Michael Maimone joined the firm to bolster the group’s transactional litigation prowess in the Delaware courts. Maimone brings a particular expertise advising corporations, directors and stockholders across numerous courtrooms and jurisdictions.

Morris James attorneys boast an expertise in Delaware contract litigation. **Lewis Lazarus** and **Edward McNally** are recognized by peers as a “great team of litigators” and “two lawyers that know how to negotiate a settlement.” Lazarus defended The Telex Group in shareholder litigation brought in the Court of Chancery. The matter, concerning whether claims survive a merger transaction, was dismissed after discovery resulted in a lack of evidence.

Thomas Hanson and **Katherine Neikirk** are each recognized as “peers” among some of the veteran members of the Delaware Bar. In a recent matter, the pair represented Dickinson Medical Group in an expeditious matter. They received the matter on a Friday, filed an opposition brief on Tuesday, then defended the actions in a courtroom on Thursday where the plaintiff’s findings were subsequently thrown out.

With offices in Dover and Wilmington, **Prickett Jones & Elliott** has installed itself as a “smart and clever” firm in the Delaware courtroom. The firm’s expertise encompasses commercial, toxic tort, professional malpractice, intellectual property and bankruptcy-related litigation. **Gary Traynor** leads the group and has experience representing clients in civil, corporate and commercial matters.

Vernon Proctor and **Kurt Heyman** are “very good lawyers with a very strong litigation background in Delaware,” according to one competitor. The three-person group at **Proctor Heyman**, including Patricia Enerio, is less than three years old but quickly establishing a name for itself as “great local counsel.” The firm has already served as counsel to five of *Benchmark Litigation’s* 30 Leading Litigation firms and AT&T, Clear Channel Broadcasting, Google and Toshiba on its client list.

The six-lawyer group at **Seitz Van Ogtrop & Green** is beginning to make its footprint on the Delaware legal community, eight years after forming out of larger firms around the state. Called “a talented bunch” by one competitor, the firm prides itself on professional, personable representation in a variety of areas including creditor bankruptcy litigation and alternative dispute resolution.

WolfBlock is recommended by competitors as “very public and effective litigators.” Joseph Schoell is called a “superstar litigator” by one peer and an “unbelievable talent” by another. Schoell has particular expertise in government relations, serving as legal counsel to Delaware Governor Ruth Ann Minner and overseeing important litigation involving the State. In 2008, the firm added two partners to its Wilmington office: former Delaware Attorney General Charles Oberly III and former Delaware State Prosecutor Kathleen Jennings, to its premier white-collar practice.

Litigating in Delaware: unique and evolving court environment

Gregory A. Inskip, Partner and Donald J. Wolfe, Jr., Partner

In 2008, the US Chamber of Commerce Institute for Legal Reform named the state court system of Delaware first in the country for overall fairness of its litigation environment. Delaware has held that ranking for all seven years that the survey has been conducted. In addition to ranking number one overall, Delaware also ranked number one for its treatment of tort and contract litigation, management of class action and mass consolidation suits, discovery and timely consideration of dispositive motions.

This is no accident. Delaware has a long, bipartisan tradition of seeking out superior lawyers for appointment to the bench. As the survey found, the competence and impartiality of Delaware judges is second to none. In business cases, the excellence of Delaware courts have reinforced Delaware's commitment, for more than a century, to enabling and expediting business enterprise, first in the corporate form and now through alternative business entities as well.

More than 50 percent of all US publicly traded companies and 60 percent of the Fortune 500 are domiciled in Delaware, and 35,700 new Delaware corporations were formed in 2007. These companies conduct business in a very competitive, fast-paced world, and Delaware's courts have risen to the challenge of resolving inevitable disputes in a timely and efficient manner – including having the Division of Corporations of the Delaware Secretary of State operating 16 hours per day.

On an annual basis, committees comprised of Delaware's most respected corporate and alternative entity practitioners review and refine the Delaware General Corporation Law assuring that the statutes continue to respond to the developments in the business and legal communities. In addition to being part of the original drafting committees, Potter Anderson partners serve as members of these small and prestigious committees, continuing to have an integral role in updating and shaping some of Delaware's most important legislation.

The confidence in which the Delaware courts are held was clearly demonstrated in July 2008 when the SEC certified two questions of law to the Delaware Supreme Court. In *CA v AFSCME Employees Pension Plan*, the Delaware Supreme Court held that a proposed bylaw amendment relating to reimbursement of proxy contest expenses would, if adopted, cause CA to violate Delaware law. CA sought no-action relief under Rule 14a-8 permitting it to exclude from its proxy materials a proposal that stockholders adopt the bylaw amendment. Although the Delaware Supreme Court held that the proposed bylaw was a proper subject for stockholder action under the Delaware General Corporation Law, it also concluded that, if adopted, the bylaw would cause CA to violate Delaware law because it would deprive CA's directors of their full power to exercise their fiduciary duty to decide whether or not reimbursement of proxy expenses would be appropriate in each specific case.

The Delaware Court of Chancery is one of the few remaining separate courts of general equity jurisdiction in the nation and one of the most respected and influential tribunals in the world on matters of internal governance of corporations and alternative entities. The court is comprised of one Chancellor and four Vice Chancellors, and

all trials are before the court rather than a jury. There is a unique symbiosis between the court and Delaware as a forum for incorporation and formation that works to the benefit of corporations and alternative entities – a flexible, efficient and beneficial environment as a domicile and a court with true expertise and ability to deal efficiently with complex issues of corporate and business law, on an expedited basis if need be.

For its part, the Delaware Superior Court hears many complex commercial and tort actions for damages and declaratory relief. As noted, the Chamber survey awards Delaware judges top marks for impartiality and competence. Delaware juries, too, are highly rated for predictability and fairness. The Superior Court is busy not just because Delaware corporations can be sued there; many corporate plaintiffs choose to litigate there. As just one example, Fortune 500 corporations frequently file their largest insurance coverage actions in Delaware Superior Court. The complexity of those cases led the Delaware Superior Court to be one of the first in the nation to adopt electronic filing, an innovation that has expanded to Delaware's Court of Chancery and Supreme Court. The Superior Court has a number of commissioners who assist judges with their dockets, and often appoints special masters to assist the court in complex cases. To ensure that it keeps pace with the sophisticated nature of the practice before it, the Superior Court established the Superior Court Business/Complex Litigation Committee, on which two of Potter Anderson's attorneys serve.

The US District Court of Delaware is likewise a forum of national importance. Patent cases filed there increased 64 percent from 2000 to 2007. Approximately 25 percent of all patent cases tried in the US take place in Delaware, earning the state a national reputation as a sophisticated forum for intellectual property disputes. In addition to patent litigation, labor, employment and Employee Retirement Income Security Act matters, as well as securities, contract, antitrust and business tort matters are among those found on the District Court's civil docket.

Delaware Bankruptcy Court is one of the busiest in the country. Comprised of six judges, the Delaware bankruptcy bench oversees some of the nation's most sophisticated and challenging restructuring proceedings and has earned its reputation of handling complex cases in an efficient and effective manner. Recognizing that many issues before it affect the heart of the business enterprise, the Delaware Bankruptcy Court is known for its ability and willingness to handle such matters on an expedited basis, as necessary. Whether a "mega" case of a company with billions in debt and a complicated capital structure, or a middle market company struggling to survive, parties to these proceedings – debtors, lenders and other creditors – rely on the expertise of the Delaware Bankruptcy Court to resolve business disputes.

Each Delaware court – Supreme, Chancery, Superior, District and Bankruptcy – contributes in its unique way in shaping Delaware law. The dependability of the Delaware bench repeatedly leads companies "home" to Delaware for assistance in their business litigation.

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Firm profile:

Abrams & Laster LLP is a business litigation and advisory boutique that focuses on high stakes controversies and transactions carrying a high risk of litigation.

The firm's Litigation Practice primarily involves actions in the Delaware Court of Chancery, the nation's preeminent corporate and commercial law court, and the Delaware Supreme Court. The founding partners have been involved in over 100 decisions and many more cases. The firm's litigators have extensive experience representing public and private companies, stockholders, directors and executives in a wide range of business, corporate and alternative entity litigation matters at the trial and appellate level. The firm regularly litigates actions involving corporate control disputes, rights of equity holders, large public and private company controversies, complex transactions and significant valuation and appraisal proceedings. Unlike many other firms, Abrams & Laster represents plaintiffs and defendants, giving their attorneys an added measure of insight on strategic and tactical issues in transactions and litigation. The firm has a proven track record of offensive and defensive litigation, including successfully pursuing and defeating injunction applications, conducting expedited trials and prosecuting and defending claims for significant monetary, declaratory or equitable relief. In addition to their Delaware practice, Abrams & Laster frequently represents clients in other jurisdictions on matters involving Delaware law, corporate or business organization issues or other commercial disputes.

The firm's Transactional Practice primarily involves matters where there is a high risk of litigation or which raise complex or novel issues of Delaware law, such as contests for corporate control, private equity and portfolio company matters, going-private transactions, recapitalizations, refinancings and stockholder or board level disputes. Abrams & Laster also advises business entities and their constituents on Delaware issues relating to all phases of their life cycle, ranging from formation questions to continuing issues involving the payment of dividends and asset sales to end-of-life matters such as dissolution and receiverships. The firm regularly provides advice on the preparation and interpretation of certificates of incorporation and bylaws, whether for newly formed entities, initial public offerings, operating companies with internal disputes, reincorporations or corporations seeking to amend their existing governance documents.

Abrams & Laster similarly advises business entities, directors, officers and stockholders on contracts relating to the corporation's governance structure and commercial relationships, including stockholder rights plans, stockholder agreements and indemnification agreements.

Abrams & Laster represents a broad array of clients including national and international corporations, limited partnerships, limited liability companies, joint ventures, stockholders, directors, equity investors and executives.

Morris James DELAWARE

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Corporate/Fiduciary Litigation:

A significant portion of the firm's litigation practice is devoted to corporate disputes and disputes involving limited liability companies, partnerships, trusts and other entities in which fiduciary duty constitutes an integral part of the parties' relationship. Because our attorneys focus on Delaware law, their knowledge of the court system and the judges has attracted a clientele of large corporations, out-of-state law firms with litigation in Delaware and individuals with substantial business disputes. A number of our attorneys are also qualified in all forms of Alternative Dispute Resolution, including mediation, arbitration and mini-trials.

Business Litigation:

Morris James has a substantial business litigation practice including business tort litigation, commercial and real estate litigation. Our practice frequently deals with contract disputes, intellectual property and trade secret disputes, as well as unfair competition and commercial fraud cases. Our attorneys represent both plaintiffs and defendants in all Delaware state and federal courts.

Intellectual Property Litigation:

The firm regularly serves as Delaware counsel in intellectual property litigation, including patent copyright, trademark, trade dress and associate antitrust disputes. Our attorneys have also served in a lead role in several trade secret, domain name and IP licensing cases. They are leaders in electronic discovery and employing technology in courtroom proceedings.

Firm Profile:

Morris James is one of the largest law firms in Delaware. We represent a wide variety of domestic and international clients in matters related to Delaware law. The firm's use of technology and responsiveness to client needs have led to many significant client representations. The DuPont Company selected Morris James LLP as a member of its Primary Law Firm Network. Major law firms throughout the United States also choose Morris James to act as Delaware counsel.

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Partner Richard K. Herrmann handles many forms of complex litigation, including intellectual property, commercial and technology matters. For more than 15 years, Mr. Herrmann has acted as Delaware counsel in national intellectual property litigation in such areas as patents, copyrights, trade dress cases, trademarks and antitrust disputes. Representative clients include Alcon, Allied Signal, Borg Warner, Dow, Micron, Motorola and Netscape. He has been nominated by both clients and peers for his technology practice in publications such as *The Best Lawyers in America*. Mr. Herrmann is a member of the Delaware State Bar Association and serves as chair of the Technology Committee. He teaches electronic discovery for the National Judicial College and Widener University School of Law. Mr. Herrmann also frequently lectures to judges, attorneys and business representatives on issues related to electronic discovery. He contributes to the *Delaware Patent Litigation Report*, a portal to all matters relating to Delaware patent litigation.

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A partner with 25 years of litigation experience, Lewis H Lazarus has served as both lead and co-counsel in complex corporate, commercial and fiduciary matters involving Delaware entities and their managers and owners. Mr Lazarus practices primarily in the Delaware Court of Chancery, where he is frequently involved in expedited proceedings, including actions for temporary restraining orders and preliminary injunctions. He has also been appointed by the court to serve as a special discovery master and as a trustee of a Delaware corporation. Mr Lazarus has been nominated by both clients and peers for his corporate and fiduciary litigation practice in publications such as *Benchmark Litigation*, *Chambers USA* and *The Best Lawyers in America* and has received an AV rating by *Martindale-Hubbell*. He is a member of the Delaware State Bar Association and serves as vice-chair of the board on professional responsibility. Mr Lazarus writes and lectures on standards of review in conflict-of-interest transactions, intracorporate dispute resolution and significant developments in Delaware law involving Delaware business organizations. He has also traveled throughout North America, Europe, South America and the Middle East to discuss the advantages of Delaware law with business representatives. He is fluent in Spanish.

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EDWARD M MCNALLY

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A litigation veteran, Edward M McNally focuses his practice on business litigation in Delaware's courts, in both jury and bench trials. At the request of the Delaware Superior Court, he is serving as a member of the Superior Court Business/Complex Litigation Committee and the Superior Court Toxic Tort Litigation Committee. A principal drafter of the Delaware Voluntary Mediation Act, Mr McNally is also experienced in all forms of ADR including mediation, arbitration and mini-trials. He was recently appointed, along with several firm colleagues, as mediation coordination counsel for all states east of the Mississippi River by a Fortune 100 client. Mr McNally has been nominated by both clients and peers for his corporate and fiduciary litigation practice in publications such as *Chambers USA* and *The Best Lawyers in America* and has received an AV-rating by *Martindale-Hubbell*. Recently, the US District Court for the District of Delaware awarded him the Caleb R Layton III Service Award in recognition of his "legal acumen, professional decorum, public service". He is a member of the Delaware State Bar Association and is a past chairman of the corporation law section. Mr McNally also frequently contributes to the *Delaware Business Litigation Report*, a blog providing summaries of recent Delaware court decisions relating to business litigation.

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Potter Anderson & Corroon, the oldest Delaware law firm, provides a full range of legal services to local, national and international clients, representing global corporations, Fortune 500 companies and leading local businesses and not-for-profit organizations. As Delaware lawyers, we also advise and assist a significant number of prestigious law firms across the country and overseas.

The firm's attorneys have played a continuous role in the rule-making arms of the Delaware trial and appellate courts, including as members of the Supreme Court Rules Committee, the Superior Civil Rules Committee, the Superior Court Business/Complex Litigation Committee and the Delaware District Court Advisory Committee. One of our attorneys serves as the Ombudsman to the Delaware District Court. Partners of the firm also serve as members of the Council of the Corporation Law Section of the Delaware State Bar Association, playing an integral role in updating and shaping Delaware's General Corporation Law.

Potter Anderson is involved in the development of the litigation practice in all Delaware courts. In the Court of Chancery, Potter Anderson lawyers participated in many of the most celebrated corporate law disputes of the 20th Century, such as *Guth v Loft*, *Schnell v Chris-Craft*, *Sinclair v Levien*, *Smith v Van Gorkom*, *Weinberger v UOP*, *Revlon v. MacAndrews & Forbes Holdings*, and *Cede & Co v Technicolor*. More recently, members of our corporate litigation group played key roles in *Hewlett v Hewlett-Packard*, *Omnicare v NCS Healthcare*, *Oracle v PeopleSoft*, and *In re Walt Disney Co. Derivative Litigation*.

Potter Anderson is the leading Delaware firm representing policy holders in complex insurance coverage actions. Our attorneys represent Fortune 500 companies in coverage cases in the Delaware Superior Court, Court of Chancery and District Court, as well as in courts of other states. We also represent corporate defendants in complex toxic tort and products liability actions.

In Delaware District Court, our intellectual property litigators take a lead role in numerous cases as well as providing valuable assistance to respected out-of-state counsel. We represent plaintiffs and defendants, with recent disputes related to LCD technology, genetically modified seeds and plants, business methods, medical devices, and pharmaceuticals. Our lawyers also appear before the federal court in labour, employment and ERISA matters in addition to contract, antitrust and business tort matters.

In Bankruptcy Court, Potter Anderson has represented parties in virtually every major Chapter 11 bankruptcy case filed in Delaware over the last 20 years and in many other major cases around the country. Representations include the agent to syndicated lender groups in SemCrude, LP and American Home Mortgage Holdings, and the official committees of unsecured creditors in Boscov's and Zestra Laboratories. We are also regularly engaged to represent clients in complex commercial litigation spawned by bankruptcy cases, including valuation proceedings, fraudulent conveyance cases, corporate breach of fiduciary duty cases, and multi-million dollar preference actions.

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Mr Goldman is a partner in the firm's corporate group and practises primarily in the corporate counselling and corporate litigation areas. Mr Goldman served previously as the firm's chairman. He has the unique distinction of being listed in *Chambers USA* in both the chancery and the corporate/M&A practice areas.

He is regularly called to provide advice and formal opinions as to the advisability, propriety and legal consequences of proposed decisions, transactions and business combinations under Delaware law. In litigation matters, his practice focuses primarily on the fiduciary relationship between Delaware business entities and their owners and managers, particularly in connection with mergers, tender offers, proxy contests and other transactions involving changes of corporate control.

In recent years, Mr Goldman's clients have included an extensive array of industries: Alaris, ARCO, Aquila, Bain Capital, CIBC, CNOOC, CareFirst, Chase Manhattan, Deutsche Bank, DuPont, First Bank Systems, Gemstar, GSO Capital, Hallwood Group, HCA, JANA Partners, J.P. Morgan, Kellogg, KLA Tencor, The Limited, Liggett, LIVE Entertainment, Lucent, Lyonclell, Metro-Goldwyn-Mayer, Metrocall, MHR Fund Management, Morgan Stanley, Nextel, ONEOK, R.J. Reynolds, Red Hat, SBC Communications, TLC Beatrice International, Trex, United Vanguard Fund, Warner Lambert, and a special committee of both West Corp and Fuji.

Since the inception of the Tulane Corporate Law Institute, Mr Goldman has served on the institute's planning committee as well as being a presenter at the annual event. He has served as the chair of the Board of Bar Examiners for the state of Delaware and as chairman of the Delaware Corporate Law Council, which is responsible for drafting the Delaware General Corporation Law.

Villanova University, JD; The Pennsylvania State University, BA.

Potter
& Anderson
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JOHN E. JAMES**POTTER ANDERSON & CORROON LLP**

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Mr James is a partner in the firm's litigation group, with his primary focus on insurance recovery for corporate policyholders. With regard to insurance coverage litigation, he has represented Fortune 500 and other corporate policyholders in litigation against their insurance companies with respect to coverage for environmental, asbestos and other products, employment, D&O, property, business interruption and other liabilities. Mr James is a nationally recognized practitioner in this area, now serving as the policyholder chair of the Insurance Coverage Litigation Committee of the ABA's Litigation Section.

In the area of commercial litigation, he has represented parties in various forms of business litigation relating to contract disputes, bankruptcy actions and securities. His trial experience includes serving as counsel in the two longest civil jury trials in Delaware State Court history, both insurance coverage actions, for Hercules and North American Philips Corporation.

Mr James' twenty years of insurance litigation on behalf of policyholders has involved claims implicating various types of coverage, including coverage for environmental liabilities (*Hercules Incorporated v. Aetna Casualty and Surety Company*, CA Nos. 92C-10-105 and 90C-FE-195-1-CV (Consolidated) (Del. Super. Ct.); *Monsanto Company v. Aetna Casualty and Surety Company*, CA No. 88C-JA-118 (Del. Super. Ct.); *North American Philips Corporation v. Aetna Casualty and Surety Company*, C.A. No. 88C-JA-155 (Del Super. Ct.)), directors' and officers' liabilities (*AT&T Corp v Clarendon America Insurance Co*, CA No. 04C-11-167 (JRJ) (Del Super Ct.); *Sun-Times Media Group, Inc v Royal & SunAlliance Ins Co of Canada*, CA No 06C-11-108(RRC) (Del Super Ct.); *Cirka v National Union Fire Insurance Company of Pittsburgh, Pa*, CA No. 20250-NC (Del. Ch.), tobacco liabilities (*Liggett Group Inc. v. Affiliated FM Insurance Company*, CA No. 00C-01-207 (HDR) (Del. Super. Ct.)), asbestos and other product liabilities (*Federal Insurance Company v Alpha*, CA No SOM-C-2003-06 (NJ Super. Ct); *Hercules Incorporated v. OneBeacon America Insurance Company*, CA No. 02C-11-237 SCD (Del. Super. Ct); *IU North America, v AIU Insurance Company*, CA No. 01C-02-007 (MJB) (Del. Super Ct.); *Shook & Fletcher Asbestos Settlement Trust v. Safety National Casualty Corporation*, C A No 04C-02-087 (MMJ) (Del. Super Ct)); employee benefit liabilities (*Alpha Inc v Zurich American Insurance Company*, 04-3536 (KSH) (DNJ)), loss mitigation (*Oxford Health Plans, Inc v Liberty Surplus Insurance Corporation*, CA No 03-04-268 (WCC) (Del. Super. Ct)); 9/11 liabilities (*Deutsche Bank Trust Company Americas v. Royal Surplus Lines Insurance Company*, CA No. 06C-09-261 (SCD) (Del. Super. Ct.)); Katrina damages (*Certain Underwriters at Lloyd's v Tyson Foods* CA No 07C-06-256 (JEB) (Del Super. Ct)). The remainder of Mr James' practice includes commercial litigation across a broad spectrum such as securities litigation (*In Re Adams Golf Securities Litigation*, Consol. CA No99-371 (KAJ) (D Del.)).

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Mr Price is a partner in the firm's litigation group. His practice encompasses utility and railroad representation, products liability defence, products liability insurance coverage and indemnification litigation, commercial litigation, environmental and toxic tort litigation defence and computer law. He represents automobile manufacturers, chemical and product manufacturers, a regional utility, commercial enterprises and clients in other industries in complex commercial, real estate and personal injury cases. In addition, he assists in negotiation and review of contracts and contract modifications related to products liability issues, indemnification and product warnings and instructions.

Mr Price has tried dozens of jury and non-jury cases in the federal and state courts in Delaware and Pennsylvania and has also arbitrated and mediated numerous cases. He regularly serves as an arbitrator and a mediator for the courts and is also referred mediations by trial judges from the state courts.

Mr Price's significant trials include the successful representation of auto manufacturers in a number of complex crashworthiness trials including *McLain v General Motors Corporation*, Del Super, CA No 85C-JA-60; *Lindahl v Mazda Motors Corporation*, Del Super, CA No 92C-11-008; *Campanella v General Motors Corporation*, Del Super, CA No 92C-10-126 (SCD); and *Wolhar v General Motors Corporation*, Del. Super, 93C-04-024 (SCD). During those cases, he won an interlocutory appeal on the seat belt defence and a post-trial appeal on the requirements of expert testimony. He also successfully represented a regional utility in a complex real estate trial, which included EMF allegations.

In the toxic tort area, Mr Price successfully represented Chrysler in *In re Asbestos Litigation: Roca*, CA 01C-10-063 and *In re Asbestos Litigation: Toy*, CA No 04C-08-268 (ASB). In both of these cases, Mr Price won summary judgment motions and those decision were affirmed on appeal. Both decisions expanded defences for premises owners under Delaware law. Mr Price also successfully argued for the expansion of the sham affidavit doctrine in *In re Asbestos Litigation: Tisdell*, 2006 WL 3492370 (Del Super). Mr Price regularly represents or advises Chrysler, Daimler Trucks North America, Hercules Incorporated, Monsanto Company, Eastman Chemical Company, The Clorox Company, Wal-Mart, various Nissan and Toyota companies, and a number of railroads in toxic tort and products litigation.

Mr Price has also been extremely active on court committees including the Third Circuit Lawyers Advisory Committee; the United States District Court Local Rules Committee; the Delaware Supreme and Superior Court (Civil) Rules Committees; and the Superior Court Complex Litigation and Jury Instruction Project Committees. He has served as chairman of the two Delaware Rules Committees.

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Mr Wolfe is a partner in the firm's corporate group and is chair-elect of the firm. He concentrates his practice on corporate litigation in the Court of Chancery and the counselling of boards of directors and special board committees of Delaware corporations with respect to issues of fiduciary duty and internal corporate governance.

Mr Wolfe has participated as Delaware counsel in many significant Delaware corporate decisions over the past thirty years. Notable engagements in recent years include:

- Representing Hewlett-Packard Company in its successful defence of the validity of the vote by HP shareholders of the acquisition of Compaq
- Representing the special committee of the board of Pure Resources in a going private transaction by its controlling stockholder, Unocal Corporation, and in the related litigation challenging the fairness of that transaction
- Representing Omnicare, in its successful effort to secure judicial invalidation of the pre-existing merger agreement between NCS and Genesis Healthcare Ventures, Inc.
- Representing PeopleSoft and its board of directors regarding the hostile tender offer launched by Oracle Corporation and related litigation respecting Oracle's challenge to the deployment by PeopleSoft of its Shareholder Rights Plan
- Representing The Walt Disney Company and its directors in litigation sparked by a proxy contest by former directors Roy Disney and Stanley Gold and subsequent challenging the validity of the election of directors at Disney's annual meeting.

Mr Wolfe represents Hexion Specialty Chemicals, in its dispute with Huntsman Corp over the enforceability of the merger agreement between the two entities. He represents Citigroup in an internal board investigation of the company's response to the collapse of the subprime market. Mr Wolfe represents Bank of America in an internal investigation by its board in response to a shareholder demand that the bank institute litigation to recover losses related to subprime lending, auction rate securities and the proposed acquisition of Countrywide. He is Delaware counsel for Charles F Dolan and his family with respect to a variety of corporate issues arising from their controlling interest in Cablevision Systems Corporation and as the owner of Madison Square Garden, Radio City Music Hall, the New York Knicks and the New York Rangers. He is Delaware counsel to the board of Intel Corporation in shareholder litigation alleging director breaches of fiduciary duty in alleged antitrust violations. Mr Wolfe also represents Cerberus, in litigation surrounding its proposal to acquire Affiliated Computer Services, and the subsequent withdrawal of that proposal, and Clayton, Dubilier and Rice in litigation challenging its acquisition of ServiceMaster.

Temple University School of Law, JD; University of Delaware, BA.

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