

OUR PEOPLE



Lawrence C. Ashby

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Larry is a member of the Corporate Litigation and Counseling group within the firm. His practice focuses on working directly with in-house counsel and other law firms addressing corporate governance issues or major transactions and the litigation that often accompanies such matters. As a result, Larry regularly serves as both an advisor and as Delaware litigation counsel for boards of

directors, board committees, stockholders, and others involved in corporate governance issues, proxy contests, change of control, going-private, and conflict transactions involving special committee review. Larry is a past Chairman of the Corporation Law Council that annually reviews, drafts, and recommends changes to the Delaware General Corporation Law and has been appointed by the Court of Chancery as a receiver for a Delaware corporation paralyzed by a deadlocked board of directors and as a special discovery master in a complex commercial litigation.

Recognized as a "class act" in the first edition of *Chambers USA: America's Leading Lawyers for Business (2003-04)*, *Chambers* reported in 2006 that Larry is "widely recognized as 'easily one of the best practitioners in the state'" and is "featured in the dream team of numerous clients". Larry is also listed in *The Best Lawyers In America (2007)*.

REPRESENTATIVE MATTERS

Larry has served as lead or Delaware counsel in many significant cases, including the following representations: Michael Eisner in *In re Walt Disney Co. Derivative Litigation*, 2005 WL 2056651 (Del.Ch. 2005), affirmed, 2006 WL 152466 (Del. Supr. 2006); various institutional investors in *In re Appraisal of Transkaryotic Therapies, Inc.* (Del. Ch., Consol. C.A. No. 1544-N); Xerox Corporation in *Miron v. Microsoft Corporation, et al.* (Del. Ch., C.A. No.1149-N); Nextel Partners in *Nextel Communications, et al. v. Nextel Partners, Inc.* (Del. Ch., C.A. No.1704-N); special committee directors in *Hollinger Int'l., Inc. v. Black*, 844 A.2d 1022 (Del. Ch. 2004), affirmed, *Black v. Hollinger Int'l. Inc.*, 872 A.2d 559 (Del. 2005); J.D. Edwards & Company in *Pheiffer v. J.D. Edwards & Company, et al.* (Del. Ch., C.A. No. 20390); Craig Conway in *Oracle Corporation, et al. v. PeopleSoft, Inc., et al.* (Del. Ch., C.A. No. 20377-N); controlling stockholder in *In re Cysive, Inc. Shareholders Litigation*, 836 A.2d 531 (Del. Ch., 2003); Walter Hewlett in *Walter Hewlett v. Hewlett-Packard Co.*, 2002 WL 818091 (Del.Ch.); management directors in *In re Siliconix Inc. Shareholders Litigation*, 2001 WL 716787 (Del.Ch.); special committee directors in *In re*

PRACTICE AREAS

- Corporate Litigation and Counseling

EDUCATION

- Vanderbilt University School of Law, J.D., 1970
- Order of the Coif; Vanderbilt Law Review
- Williams College, B.A., 1967

BAR & COURT ADMISSIONS

- Delaware State Courts
- United States District Court for the District of Delaware
- United States Court of Appeals for the Third Circuit

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Maxxam, Inc./Federated Development Shareholders Litigation, 1997 WL 187317 (Del. Ch. 1997); outside directors of Toy Biz, Inc. in acquisition of Marvel Entertainment out of Chapter 11 in *In re Marvel Entertainment Group, Inc., et al.*, C.A. No. 97-638 (D. Del.); management directors in *In re Enron Oil & Gas Company Shareholders Litigation*, (Del. Ch., C.A. No. 17322-N); Robert Haft in *Haft v. Dart Corp.*, in 877 F.Supp 896 (D. Del. 1995) and in 1997 WL 154049 (Del. Ch.).

In *pro bono* representations, Larry serves as a panel member for the assignment of civil cases brought on behalf of indigent plaintiffs or prisoners in the United States District Court. Larry also has served as Chairman of the Committee on Constitution and Canons and as Church Attorney for the Diocese of Delaware. He currently serves as a member of the Investment Committee overseeing the endowment funds of the Diocese and participating parishes.

NEWS & PUBLICATIONS

- Ashby & Geddes Directors Repeat as Super Lawyers
- Ashby Named to Lawdragon List

PROFESSIONAL AFFILIATIONS

- Delaware State Bar Association (former Chairman and member, Council of the Corporation Law Section)
- Former member, Delaware Supreme Court Rules Advisory Committee
- Former member, United States District Court Permanent Advisory Committee
- Former member, Delaware Board of Bar Examiners
- American Bar Association
- Panelist, CLE programs in the corporate field