

## OUR PRACTICE

### Corporate Litigation and Counseling

Given Delaware's prominence in the field of corporation law and governance, the firm's Corporate Litigation and Counseling group regularly works with in-house counsel and other law firms on issues and transactions of concern at the highest corporate levels. The Ashby & Geddes lawyers practicing in this area pride themselves on their in-depth experience and their "when needed" responsiveness. Practice in the Delaware Court of Chancery is often an expedited process, involving preliminary injunctions, fast-track trials, and summary proceedings to resolve disputed stockholder votes, stockholder demands for books and records, and similar matters. That is the everyday environment in which we thrive and where the firm represents major corporations, boards of directors, board committees, stockholders, and others involved in governance issues, proxy contests, change of control, going-private, and conflict transactions involving special committee review. The Corporate Litigation and Counseling group is also regularly involved in Delaware appraisal proceedings and has developed the financial expertise needed to successfully prosecute and defend such cases. In addition, the firm has litigated numbers of significant business and personal trust matters in the Court of Chancery on behalf of both trustees and beneficiaries.

*Chambers USA: America's Leading Lawyers for Business* reported Ashby & Geddes as a "real player" that competes with its larger rivals and noted that the firm's "achievements in some of the major cases in the market continue to impress". Based upon its many years of Chancery practice and its regular representation on the Corporation Law Council, the firm has also developed the knowledge and the experience to serve as advisors on various matters of Delaware corporate law. We confer frequently with in-house counsel and other law firms on questions of director and officer responsibilities and fiduciary duties, including representation of special board committees dealing with conflict transactions or stockholder litigation demands. In addition, of course, we provide advice and opinions in connection with the closing of mergers, asset sales, dissolutions, and other corporate transactions. Finally, we have the expertise to form Delaware corporations, partnerships, and other alternative entities and to negotiate and draft the necessary documentation for mergers, asset sales, and other fundamental corporate transactions.

#### REPRESENTATIVE MATTERS

Representative Chancery Court trials include *In re Walt Disney Co. Derivative Litigation*; *Nextel Communications v. Nextel Partners, Inc.*; *Hollinger International Inc. v. Conrad M. Black and Hollinger Inc.*; *Oracle Corporation v. PeopleSoft, Inc.*; *Walter Hewlett v. Hewlett-Packard Co.*; and *Prescott Group Small Cap, L.P. v. The Coleman Company*. The firm also represents a number of institutional investors in *In re: Appraisal of*

#### MEMBERS

- Lawrence C. Ashby
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- Philip Trainer, Jr.

## OUR PRACTICE

### Corporate Litigation and Counseling (continued)

*Transkaryotic Therapies, Inc.* and successfully defended the two cases recognized as defining the extent of the Chancery Court's subject matter jurisdiction. *E.I. DuPont De Nemours & Co. v. HEM Research, Inc.* and *El Paso Natural Gas Co. v. Transamerican Natural Gas Corp.*

## NEWS & PUBLICATIONS

- Ashby & Geddes Successfully Defends Corporate Client Against Improper Books & Records Demand by a Director
- Ashby & Geddes Successfully Defends Directors and Stockholders Against Suit Alleging Breach of Fiduciary Duty
- Ashby & Geddes Aids Client in Defeating an Insurgent Consent Solicitation
- Ashby & Geddes Obtains Reversal in the Third Circuit of \$11 Million Judgment
- Ashby & Geddes Obtains Injunction in Favor of Hedge Funds
- Ashby Named to The Best Lawyers in America (2009) in Several Specialties
- Ashby & Geddes Successfully Defends The Association Of Tennis Professionals And Its Directors In Antitrust Suit
- Ashby & Geddes Aids Clients in Proxy Battle by Gaining Access to Biogen Idec's Books and Records
- Ashby & Geddes Obtains Key Ruling On Shareholder Standing To Challenge Stock Options
- Ashby & Geddes Directors Repeat as Super Lawyers
- Ashby Named to Lawdragon List
- Ashby & Geddes Wins Important Delaware Chancery Court Decision Regarding Conduct of Board Elections