

UNITED STATES SENATE
COMMITTEE ON THE JUDICIARY

QUESTIONNAIRE FOR JUDICIAL NOMINEES

PUBLIC

1. **Name:** State full name (include any former names used).

Tamika Renee Montgomery-Reeves
Tamika Renee Montgomery

2. **Position:** State the position for which you have been nominated.

United States Circuit Judge for the Third Circuit

3. **Address:** List current office address. If city and state of residence differs from your place of employment, please list the city and state where you currently reside.

Delaware Supreme Court
405 North King Street, Suite 505
Wilmington, Delaware 19801

4. **Birthplace:** State year and place of birth.

1981; Jackson, Mississippi

5. **Education:** List in reverse chronological order each college, law school, or any other institution of higher education attended and indicate for each the dates of attendance, whether a degree was received, and the date each degree was received.

2003 – 2006, University of Georgia School of Law; J.D. (*cum laude*), 2006

1999 – 2003, University of Mississippi; B.A. (*magna cum laude*), 2003

6. **Employment Record:** List in reverse chronological order all governmental agencies, business or professional corporations, companies, firms, or other enterprises, partnerships, institutions or organizations, non-profit or otherwise, with which you have been affiliated as an officer, director, partner, proprietor, or employee since graduation from college, whether or not you received payment for your services. Include the name and address of the employer and job title or description.

2019 – present
Delaware Supreme Court
405 North King Street, Suite 505
Wilmington, Delaware 19801

Justice

2015 – 2019

Delaware Court of Chancery
Leonard L. Williams Justice Center
500 North King Street, Suite 11400
Wilmington, Delaware 19801
Vice Chancellor

2011 – 2015

Wilson Sonsini Goodrich & Rosati PC
222 Delaware Avenue, Suite 800
Wilmington, Delaware 19801
Partner (2015)
Associate (2011 – 2015)

2007 – 2011

Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Associate

2006 – 2007

Delaware Court of Chancery
34 The Circle
Georgetown, Delaware 19947
Law Clerk to The Honorable William B. Chandler III

Summer 2004, Summer 2005

Bradley Arant Boult & Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, Alabama 35203
Summer Associate

Summer 2005

Bryan Cave Leighton Paisner LLP (formerly Powell Goldstein LLP)
One Atlantic Center, 14th Floor
1201 West Peachtree Street, Northwest
Atlanta, Georgia 30309
Summer Associate

Summer 2004

Miller & Martin PLLC
Volunteer Building
832 Georgia Avenue

Chattanooga, Tennessee 37402
Summer Associate

Teaching Affiliations:

Spring 2022
Widener University – Delaware School of Law
4601 Concord Pike
Wilmington, Delaware 19803
Adjunct Professor

February 2018
Seattle University School of Law
901 12th Avenue
Seattle, Washington 98122
Adjunct Professor

August 2017, August 2015
University of Georgia School of Law
225 Herty Drive
Athens, Georgia 30602
Adjunct Professor

Other Affiliations (uncompensated):

2016 – present
Delaware Community Foundation
100 West 10th Street, Suite 115
Wilmington, Delaware 19899
Member, Board of Directors

2015 – 2019
Mother Teresa House, Inc.
Ministry of Caring
115 East 14th Street
Wilmington, Delaware 19801
Member, Board of Directors

7. **Military Service and Draft Status:** Identify any service in the U.S. Military, including dates of service, branch of service, rank or rate, serial number (if different from social security number) and type of discharge received, and whether you have registered for selective service.

I did not serve in the military. I was not required to register for the selective service.

8. **Honors and Awards:** List any scholarships, fellowships, honorary degrees, academic or

professional honors, honorary society memberships, military awards, and any other special recognition for outstanding service or achievement.

Delaware State University Women's History Month Honoree (2022)

Woman of Power and Purpose Award, Biden Institute at the University of Delaware (2020)

National Association of Corporate Directors – Most Influential in Corporate Governance in the Boardroom (2017)

The Legal Aid Society Award for Pro Bono Service (2009 – 2011)

Recognition for Legal Service to the Poor, Empire State Counsel (2008, 2009)

University of Georgia School of Law

Journal of Intellectual Property, Notes Editor (2005 – 2006)

Woodruff Law Scholarship Recipient (2003 – 2006)

CALI Excellence for the Future Awards in Corporations (2005)

Journal of Intellectual Property, Editorial Board Member (2004 – 2005)

University of Mississippi

Phi Beta Kappa Honor Society (2003)

Golden Key International Honour Society (approximately 2003)

Phi Kappa Phi Honor Society (approximately 2003)

Sigma Tau Delta English Honor Society (approximately 2003)

English Department Writing Contest Scholarship (2001 – 2003)

McDonnell Barksdale Honors College (2000 – 2003)

Mississippi Alliance for Minority Participation Academic Award (2000 – 2003)

Zeta Phi Beta Sorority, Inc., Tau Eta Academic Award (2000 – 2003)

Political Science Department Scholar of the Year (2002)

Zeta Phi Beta Sorority, Inc., State Academic Scholarship (2001, 2002)

9. **Bar Associations:** List all bar associations or legal or judicial-related committees, selection panels or conferences of which you are or have been a member, and give the titles and dates of any offices which you have held in such groups.

American Bar Association, Member (2008 – present)

Delaware Administrative Office of the Courts

Courthouse Operations Policy Committee, Member (2016 – 2019)

Judicial Education Committee, Member (2018 – 2019)

Delaware State Bar Association, Member (2012 – present)

Delaware Court of Chancery Rules Committee, Member (2013 – 2019)

Delaware Supreme Court

Delaware Access to Justice Commission, Subcommittee on the Efficient Delivery and Adequate Funding of Legal Services to the Poor

Non-Voting Member (2015 – 2017)

Reporter (2014 – 2015)

Delaware Bench and Bar Diversity Project, Co-Chair (2020 – present)

Delaware Board of Bar Examiners, Supreme Court Liaison (2022 – present)

Delaware Commission on Law and Technology,

Supreme Court Liaison (2020 – 2021)

Delaware Court on the Judiciary (2019 – present)

Delaware Judicial Ethics Advisory Committee, Supreme Court Liaison (2021)

Delaware Law Related Education Center,

Supreme Court Liaison (2020 – present)

Delaware Lawyers' Rules of Professional Conduct,

Supreme Court Liaison (2020 – 2021)

Widener University, Delaware Law School Wolcott Fellowship,

Supreme Court Liaison (2020, 2022 – present)

National Association of Women Judges, Member (2020 – present)

New York State Bar Association, Member (2008 – 2011)

State Bar of Georgia, Member (2006 – 2008)

10. **Bar and Court Admission:**

- a. List the date(s) you were admitted to the bar of any state and any lapses in membership. Please explain the reason for any lapse in membership.

Delaware, 2012

Georgia, 2006

New York, 2008

There have been no lapses in membership.

- b. List all courts in which you have been admitted to practice, including dates of admission and any lapses in membership. Please explain the reason for any lapse in membership. Give the same information for administrative bodies that require special admission to practice.

United States District Court for the Eastern District of New York, 2009

United States District Court for the Southern District of New York, 2009

There have been no lapses in membership.

11. **Memberships:**

- a. List all professional, business, fraternal, scholarly, civic, charitable, or other organizations, other than those listed in response to Questions 9 or 10 to which you belong, or to which you have belonged, since graduation from law school. Provide dates of membership or participation, and indicate any office you held. Include clubs, working groups, advisory or editorial boards, panels, committees, conferences, or publications.

Children's Rights, Junior Council (2008)

Delaware Community Foundation,

Board of Directors, Member (2017 – present)

Fund Compliance Committee, Chair (2020 – present)

Grants Committee, Member (2017 – present)

Mother Teresa House, Inc. (A Ministry of Caring sponsored organization), Board of Directors (2015 – 2019)

Zeta Phi Beta Sorority, Inc., Member (2000 – present) (currently inactive)

- b. The American Bar Association's Commentary to its Code of Judicial Conduct states that it is inappropriate for a judge to hold membership in any organization that invidiously discriminates on the basis of race, sex, or religion, or national origin. Indicate whether any of these organizations listed in response to 11a above currently discriminate or formerly discriminated on the basis of race, sex, religion or national origin either through formal membership requirements or the practical implementation of membership policies. If so, describe any action you have taken to change these policies and practices.

Zeta Phi Beta Sorority, Inc., restricts membership to women; however, there is a corresponding fraternity for men (Phi Beta Sigma). To the best of my knowledge, none of the other organizations listed above currently discriminates or formerly discriminated on the basis of race, sex, religion, or national origin either through formal membership requirements or the practical implementation of membership policies.

12. **Published Writings and Public Statements:**

- a. List the titles, publishers, and dates of books, articles, reports, letters to the editor, editorial pieces, or other published material you have written or edited, including material published only on the Internet. Supply four (4) copies of all published material to the Committee.

With William B. Chandler III, *Delaware Supreme Court Clarifies Application of Exculpatory Charter Provisions to Motions to Dismiss Independent Directors*, WSGR Alert (Wilson Sonsini Goodrich & Rosati), May 15, 2015. Copy supplied.

With William B. Chandler III et al., *Proposed 2015 Amendments to the Delaware General Corporation Law*, WSGR Alert (Wilson Sonsini Goodrich & Rosati), Mar. 16, 2015. Copy supplied.

With William B. Chandler III et al., *New Delaware Decisions Provide Strong Support for Independent Board Decisions in the Sale of a Company*, WSGR Alert (Wilson Sonsini Goodrich & Rosati), Dec. 23, 2014. Copy supplied.

With William B. Chandler III et al., *Delaware Supreme Court Endorses 'Fee-Shifting' Bylaw in Certified Question of Law*, WSGR Alert (Wilson Sonsini Goodrich & Rosati), May 12, 2014. Copy supplied.

With William B. Chandler III et al., *In a Decision of First Impression, Delaware Court of Chancery Denies Third Point's Motion to Enjoin Sotheby's Novel Poison Pill*, WSGR Alert (Wilson Sonsini Goodrich & Rosati), May 5, 2014. Copy supplied.

With William B. Chandler III et al., *Delaware Court of Chancery Upholds Validity of Board-Adopted Forum Selection Bylaws*, WSGR Alert (Wilson Sonsini Goodrich & Rosati), June 2013. Copy supplied.

With William B. Chandler III and Nessia S. Kushner, Course Materials, *Recent Developments in Delaware Law Regarding Potential Banker Conflicts*, prepared for the Practising Law Institute's *Trends in Merger Litigation 2013: Corporate, Litigation, and Judicial Perspectives*, PLI Press, #44578 ch. 13, Mar. 2013. Copy supplied.

With Katherine L. Henderson, Course Materials, *Stockholder Demands for Books and Records: A Few Recent Developments*, prepared for the Practising Law Institute's *Trends in Merger Litigation 2013: Corporate, Litigation, and Judicial Perspectives*, PLI Press, #44578 ch. 14, Mar. 2013. Copy supplied.

With William B. Chandler III, *Delaware Court of Chancery Grants \$1.2 Billion Damage Award*, WSGR Alert, (Wilson Sonsini Goodrich & Rosati), Oct. 17, 2011. Copy supplied.

With Joseph Allerhand, Course Materials, *Thinking Ahead: Avoiding Common Pitfalls in Drafting Disclosures*, prepared for the Practising Law Institute's *What All Business Lawyers Must Know About Delaware Law Developments 2009*, PLI Corporate & Securities Practice Course Handbook, Series No. 1740 ch. 17, May 21, 2009. Copy supplied.

Strong Black Women: An Examination of Cultural Images of Black Women, (Apr. 2003) (B.A. Honors Thesis, University of Mississippi). Copy supplied.

- b. Supply four (4) copies of any reports, memoranda or policy statements you prepared or contributed in the preparation of on behalf of any bar association, committee, conference, or organization of which you were or are a member. If you do not have a copy of a report, memorandum or policy statement, give the name and address of the organization that issued it, the date of the document, and a summary of its subject matter.

Delaware Bench and Bar Diversity Project, Improving Diversity in the Delaware Bench and Bar Strategic Plan: Report and Recommendations (Jan. 31, 2022). Copy supplied.

Delaware Community Foundation Fiscal Year 2021 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Delaware Community Foundation Fiscal Year 2020 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Delaware Community Foundation Fiscal Year 2019 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Delaware Community Foundation Fiscal Year 2018 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Mother Teresa House 2018 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Delaware Community Foundation Fiscal Year 2017 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Mother Teresa House 2017 Annual Report. Copy supplied. While my name is listed in the report as a member of the Board of Directors, I did not have any role in drafting, reviewing, or approving the report.

Delaware Access to Justice Commission, Report of the Subcommittee on the Efficient Delivery and Adequate Funding of Legal Services to the Poor (Sept. 18, 2017). Copy supplied.

- c. Supply four (4) copies of any testimony, official statements or other communications relating, in whole or in part, to matters of public policy or legal interpretation, that you have issued or provided or that others presented on your behalf to public bodies or public officials.

Letter from Delaware Supreme Court, to Honorable David P. Sokola, President Pro Tempore, Del. State Senate, and Honorable Peter C. Schwartzkopf, Speaker, Del. House of Representatives (Mar. 1, 2022). Copy supplied.

Senate Executive Meeting Before the S. Exec. Comm., 151 Gen. Assemb. (Del. Nov. 7, 2019). On November 7, 2019, I testified before the Delaware General Assembly as a nominee to be a Justice on the Delaware Supreme Court. Prepared remarks supplied.

Annual Board of Directors Joint Dinner Meeting of Six Ministry of Caring Organizations, including Mother Teresa House (Nov. 20, 2018). Copy of meeting minutes supplied.

Senate Executive Meeting Before the S. Exec. Comm., 148 Gen. Assemb. (Del. Oct. 28, 2015). On October 28, 2015, I testified before the Delaware General Assembly as a nominee to be a Vice Chancellor on the Delaware Court of Chancery. I have no notes, transcript, or recording, but press coverage is supplied.

- d. Supply four (4) copies, transcripts or recordings of all speeches or talks delivered by you including commencement speeches, remarks, lectures, panel discussions, conferences, political speeches, and question-and-answer sessions. Include the date and place where they were delivered, and readily available press reports about the speech or talk. If you do not have a copy of the speech or a transcript or recording of your remarks, give the name and address of the group before whom the speech was given, the date of the speech, and a summary of its subject matter. If you did not speak from a prepared text, furnish a copy of any outline or notes from which you spoke.

I have searched my files and electronic databases in an effort to identify events responsive to this question. I have located the events listed below, but there may be some events that I have been unable to recall or identify.

March 5, 2022: Mock Court Judge, Delaware High School Mock Trial Committee and Delaware Law Related Education Center (virtual). I judged the Delaware high school statewide mock trial competition championship round. I have no notes, transcript, or recording. The address for the Delaware Law Related Education Center is 405 North King Street, Suite 100C, Wilmington, Delaware 19801.

February 24, 2022: Speaker, Project Soapbox, Red Clay School District, Wilmington, Delaware. I provided constructive feedback to student speakers regarding their original speeches, and I gave closing remarks at the end of the event. I have no notes, transcript, or recording. The address for Red Clay School District is 1502 Spruce Avenue, Wilmington, Delaware 19805.

January 27, 2022: Speaker, "Corporate Law & Clerkships: A Conversation with Justice Tamika Montgomery-Reeves," Columbia Law School (virtual). Notes supplied.

January 19, 2022: Speaker for the Court, Special Session of the Supreme Court of Delaware: Bar Admission Ceremony (virtual). Video available at <https://livestream.com/delawaresupremecourt/events/10093305/videos/228808869>.

July 13, 2021: Panelist, "Lessons in Leadership: Esteemed Women on the Delaware Bench," Richards Layton & Finger's Women's Initiative (virtual). Outline and reprinted questions and answers supplied.

May 20, 2021: Moderator and Co-Chair, "Opening Remarks and Introductions," Delaware Law Developments 2021, What All Business Lawyers Need to Know, Practising Law Institute, New York, New York (virtual). Video supplied.

May 20, 2021: Moderator and Co-Chair, "Future of Corporate Law: 2020 and Beyond," Delaware Law Developments 2021, What All Business Lawyers Need to Know, Practising Law Institute, New York, New York (virtual). Video supplied.

May 14, 2021: Panelist, "The Delaware Seminar Series," Spring, 2021, CSC Global (virtual). Outline and PowerPoint supplied.

May 7, 2021: Commencement Speaker, School of Graduate, Adult, and Extended Studies, Delaware State University (virtual). Video available at https://www.youtube.com/watch?app=desktop&v=pq_4zJ_1_KQ&feature=youtu.be.

April 26, 2021: Guest Lecturer, "Social Responsibility, Race, Gender and the Corporation," Stanford Law School, Stanford, California (virtual). PowerPoint supplied.

April 16, 2021: Panelist, "Racial Inequities as a Judicial Officer. The Personal Stories of Three African-American Justices," National Association of Women Judges, Warrington, Virginia (virtual). Video available at <https://vimeo.com/539713839>.

March 23, 2021: Panelist, "Governance Issues of Critical Importance to Boards and Investors in 2021," 2021 Corporate Governance Symposium, University of Delaware Lerner Business & Economics John L. Weinberg Center for Corporate Governance (virtual). Video available at https://capture.udel.edu/media/Weinberg+Center+Corporate+Governance+Round+table+3+23+2021/1_p6nvesot.

February 26, 2021: Panelist, "Pathways Through the Profession," Dr. Sadie T.M. Alexander Commemorative Conference: Professionalism Panel, Black Law Students Association, University of Pennsylvania Carey Law School, Philadelphia, Pennsylvania (virtual). Notes supplied.

February 25, 2021: Lecturer, "Legal Studies Guest Lecture Series: Corporate Law," The University of Georgia Terry College of Business Certificate in Legal Studies Program (virtual). PowerPoint supplied.

February 25, 2021: Guest Speaker, "Being Black in the Workforce," Charter School of Wilmington, Black Student Union, Wilmington, Delaware (virtual). I spoke with high school students about the path to pursuing a legal career. I have no notes, transcript, or recording. The address for the Charter School of Wilmington is 100 North Dupont Road, Wilmington, Delaware 19807.

December 3, 2020: Speaker, "Women's Leadership Summit: Owning Your Career," A Fireside Chat, Wilson Sonsini Goodrich & Rosati (virtual). Notes and press coverage supplied.

October 29, 2020: Moderator, "Why Delaware," Delaware Minority Job Fair, Delaware State Bar Association (virtual). Video available at <https://vimeo.com/475168596/0575892a8e>.

October 17, 2020: Panelist, "Journey to Becoming a Judge-Advice," Thurgood Marshall College Fund Leadership Institution 2nd Annual Law Student Immersion Program, Washington, DC (virtual). I spoke with students about the journey to becoming a judge. I have no notes, transcript, or recording. The address for the Thurgood Marshall College Fund is 901 F Street, Northwest, Suite 700, Washington, DC 20004.

October 8, 2020: Panelist, "Delaware Supreme Court Practice," Fundamentals of Civil Litigation, The Litigation Section of the Delaware State Bar Association, Wilmington, Delaware (virtual). Video supplied.

October 6, 2020: Award Recipient and Speaker, "2020 Woman of Power and Purpose," Joseph R. Biden, Jr. Domestic Policy Institute at the University of Delaware (virtual). Video supplied.

July 16, 2020: Panelist, "Summer Judicial Panel," Young Lawyers' Section of the Delaware State Bar Association, Wilmington, Delaware (virtual). Notes supplied.

February 29, 2020: Panelist, "Judge's Panel: All the Things You Want to Know but Were Too Afraid to Ask," Women & the Law Section Retreat, Women and the Law Section of the Delaware State Bar Association, Dewey Beach, Delaware. Notes supplied.

February 5, 2020: Speaker, "A Fireside Chat with Delaware Supreme Court Justice Tamika Montgomery-Reeves," The College of Health and Behavioral Sciences at Delaware State University, Dover, Delaware. Video available at <https://www.youtube.com/watch?v=3diBDTVI5LY>.

January 3, 2020: Oath of Office, "In the Matter of the Investiture of Tamika R. Montgomery-Reeves, as a Justice of the Supreme Court of Delaware," Wilmington, Delaware. Transcript supplied.

March 29, 2019: Speaker, "Serviam Girls Academy's Career Day," Serviam Girls Academy, Wilmington, Delaware. I provided insight on becoming a judge. I have no notes, transcript, or recording. The address for the Serviam Girls Academy is 900 Washington Street, Wilmington, Delaware 19801.

March 13, 2019: Panelist, "Delaware Court of Chancery Practice," Fundamentals of Civil Litigation: Logistics, The Litigation Section of the Delaware State Bar Association, Wilmington, Delaware. Video supplied.

March 1, 2019: Panelist, "Best Practices in the Recruitment, Retention, Inclusion and Promotion of Women of Color," Women and the Law Section Retreat, Women and the Law Section of the Delaware State Bar Association, Rehoboth, Delaware. I discussed best practices in the recruitment, retention, inclusion, and promotion of women of color in the practice of law. I have no notes, transcript, or recording. The address for the Women and the Law Section of the Delaware State Bar is 405 North King Street, Suite 100, Wilmington, Delaware.

August 23, 2018: Interviewer, "Celebration of 95 Years of Women in the Delaware Bar, with special guest, The Honorable Ruth Bader Ginsburg," Women and the Law Section of the Delaware State Bar Association, Washington, DC. Notes supplied.

May 24, 2018: Moderator and Co-Chair, "Recent Developments in Delaware Law," Delaware Law Developments 2018: What All Business Lawyers Need to Know, Practising Law Institute, New York, New York. Video supplied.

March 3, 2018: Panelist, "In Living Color: Women of the Delaware Bar," Women & the Law Section Retreat, Women and the Law Section of the Delaware State Bar Association, Rehoboth, Delaware. Notes supplied.

February 27, 2018: Participant, "Pathways to Success and Leadership for Women Business and Commercial Advocates: Roundtable Event," American Bar Association, Business Law Section, Business and Corporate Litigation Committee, Wilmington, Delaware. I participated in a roundtable discussion about pathways to success for women in business law. I have no notes, transcript, or recording. The address for the American Bar Association is 1050 Connecticut Avenue, Northwest, Suite 400, Washington, DC 20036.

February 15, 2018: Speaker, "Perspectives from the Delaware Court of Chancery with Vice Chancellor Tamika Montgomery-Reeves," A Fireside Chat, M&A, Antitrust and the Board Room in 2018: Challenges and Conundrums for the West Coast, Berkeley Center for Law and Business, UC Berkeley School of Law, Berkeley, California. Notes and press coverage supplied.

February 14, 2018: Panelist, "Leadership Lunch Series: The Corporate Judge," Berkeley Center for Law and Business, UC Berkeley School of Law, Berkeley, California. I spoke with students about the importance of clerkships and my career path. I have no notes, transcript, or recording, but press coverage is supplied. The address for the Berkeley Center for Law and Business is Law Building #7200, Berkeley, California 94720.

September 26, 2017: Panelist, "The DGCL and Litigation in the Court of Chancery," 2017 Delaware Corporate Law Anniversary Symposium, Wilmington, Delaware. Video supplied.

June 9, 2017: Panelist, "What Judges Do Well and What They Can Do Better in Helping Litigators Litigate," Delaware State Bar Association, Bench and Bar Conference, Wilmington, Delaware. Video supplied.

January 12, 2017: Panelist, "Women in Mergers & Acquisitions," Mergers & Acquisitions 2017: Advanced Trends and Developments, Practising Law Institute, New York, New York. Video supplied.

June 17, 2016: Panelist, "Equity," Delaware State Bar Association, Bench and Bar Conference, Wilmington, Delaware. Video supplied.

May 12, 2016: Panelist, "Court of Chancery Practice," Fundamentals of Civil Litigation: General Civil Litigation, Practice Pitfalls, and Court Updates, The Litigation Section of the Delaware State Bar Association, Wilmington, Delaware. Video supplied.

December 11, 2015: Oath of Office, "In the Matter of the Investiture of Tamika Montgomery-Reeves as Vice Chancellor of the Delaware Court of Chancery," Wilmington, Delaware. Transcript supplied.

February 5, 2015: Panelist, "Delaware Law: New Developments and Updates," Thomson Reuters: 33rd Annual Federal Securities Institute, Miami, Florida. I provided updates regarding recent cases from the Delaware Supreme Court and the Delaware Court of Chancery addressing books and records requests under Delaware law. I have no notes, transcript, or recording. The address for Thomson Reuters is 610 Opperman Drive, Eagan, Minnesota 55123.

September 2014: Presenter, "Dos and Don'ts When Representing Corporate Fiduciaries," The Gate City Bar Association Annual CLE Seminar, Atlanta, Georgia. PowerPoint supplied.

March 5, 2013: Panelist, "Recent Developments in Delaware Law Regarding Potential Banker Conflicts," Trends in Merger Litigation 2013: Corporate Litigation, and Judicial Perspectives, Practising Law Institute, New York, New York. A copy of the paper on which the discussion was based is supplied in response to Question 12a. PowerPoint supplied.

Fall 2012 (specific date unknown): Speaker, William Sullivan High School, Durant, Mississippi. I provided insight on becoming a lawyer. I have no notes, transcript, or recording. The address for William Sullivan High School is 14494 US-51, Durant, Mississippi 39063.

May 1, 2012: Speaker, "iCivics Law Day," Lord Baltimore Elementary School, Ocean View, Delaware. I participated in the Delaware State Bar Association Women and the Law Section Law Day 2012 program and provided civics related information to elementary students. I have no notes, transcript, or recording. The address for Lord Baltimore Elementary School is 120 Atlantic Avenue, Ocean View, Delaware 19970.

May 1, 2012: Speaker, "iCivics Law Day," Clayton Elementary School, Ocean View, Delaware. I participated in the Delaware State Bar Association Women and the Law Section Law Day 2012 program and provided civics related information to elementary students. I have no notes, transcript, or recording. The address for Clayton Elementary School is 252 Clayton Avenue, Frankford, Delaware 19945.

Fall 2011 (specific date unknown): Speaker, William Sullivan High School, Durant, Mississippi. I provided insight on becoming a lawyer. I have no notes, transcript, or recording. The address for the William Sullivan High School is 14494 US-51, Durant, Mississippi 39063.

- e. List all interviews you have given to newspapers, magazines or other publications, or radio or television stations, providing the dates of these interviews and four (4) copies of the clips or transcripts of these interviews where they are available to you.

Improving Diversity in the Delaware Bench and Bar Strategic Report and Recommendations, Delaware Supreme Court Strategic Plan Steering Committee, Documentary and Interview (May 2022). Video available at <https://vimeo.com/710999553>.

Rodaris Richardson, *A Report From Delaware's Bench and Bar Committee Shows Ways to Improve Diversity in Delaware's Legal Community*, WRDE (Feb. 28, 2022). Copy supplied.

Craig Anderson, *Report: Increase Diversity of Delaware Bench and Bar by Reaching Out to Students*, BAY TO BAY NEWS (Feb. 27, 2022). Copy supplied.

Deana Harley, *Del. Supreme Court Releases Report on Increasing Diversity on the Bench*, WMDT 47ABC (Feb. 25, 2022). Copy supplied.

Mike Phillips, *Addressing Diversity in the Delaware Bench and Bar*, WDEL (Feb. 24, 2022). Copy supplied.

Ellen Bardash, *Study Recommends Changes to Increase Diversity of Delaware Bar, Fill 'Pipeline' to the Profession*, DEL. L. WKLY (Feb. 22, 2022). Copy supplied.

Rose Krebs, *Del. Top Court Urges Bench, Bar to Repair Diversity Pipeline*, LAW360 (Feb. 22, 2022). Copy supplied.

Press Release, Delaware Courts, Judicial Branch, *Bench and Bar Diversity Committee Issues Report and Recommendations to the Delaware Supreme Court* (Feb. 22, 2022). Copy supplied (reprinted in multiple outlets).

Rose Krebs, *The Biggest Moments for Del.'s Legal Industry in 2021*, LAW360 (Dec. 9, 2021). Copy supplied.

Ayanna Alexander, *State Courts Diversifying Benches Tap Mentors to Promote Pathway*, BLOOMBERG LAW (Nov. 5, 2021). Copy Supplied.

Mark Eichmann, *'It is Inadequate': Delaware Launches New Effort to Diversify Judges and Lawyers*, WHYY (May 20, 2021). Copy Supplied.

Justice Tamika Montgomery-Reeves' is making history as the first African American AND youngest Supreme Court Justice in Delaware history, @delaware_gov, TWITTER (February 27, 2020). Video available at https://twitter.com/delaware_gov/status/1233156857453326337.

Matt Bittle, *Trailblazing Justice, 38, Reflects on Joining Delaware's Highest Court*, BAY TO BAY NEWS (Jan. 1, 2020). Copy supplied.

Amy Cherry, *Delaware's 1st African-American Supreme Court Justice on Shattering the Glass Ceiling: 'I stand on the shoulders of so many giants,'* WDEL (Dec. 30, 2019). Copy supplied.

Making a Difference, Tamika R. Montgomery-Reeves: Building Relationships In and Out of the Courtroom, 50 *ADVOC. MAG.* 30, 32 (2016). Copy supplied.

New Vice Chancellor Tamika Montgomery-Reeves, DEL. ONLINE (Nov. 24, 2015). Video available at <https://www.delawareonline.com/videos/news/2015/11/24/75214674>.

Esteban Parra, *Fast-Riser Earns Spot on Chancery Court*, DEL. ONLINE (Nov. 23, 2015). Copy supplied.

Celia Cohen, *An Improbable Odyssey from Out-Of-State to Inner Sanctum*, DEL. GRAPEVINE (Nov. 6, 2015). Copy supplied.

Governor Markell Announces Judicial Nominations for Court of Chancery, Family Court, STATE NEWS SERVICE (Oct. 13, 2015). Copy supplied.

Embracing New Experiences: Tamika Montgomery-Reeves Strives to Learn and to Lead, WSGR Diversity Newsletter (Wilson Sonsini Goodrich & Rosati) (Aug. 12, 2015). Copy supplied.

Where Are They Now? Tamika Montgomery, University of Mississippi Foundation 2008 Annual Report (June 30, 2008). Copy supplied.

Melissa Sindelar, *U. Mississippi Alum Killed in Car Accident During Tornadoic Storms*, DAILY MISSISSIPPIAN via University Wire (May 28, 2003). Copy supplied.

13. **Judicial Office:** State (chronologically) any judicial offices you have held, including positions as an administrative law judge, whether such position was elected or appointed, and a description of the jurisdiction of each such court.

From 2015 to 2019, I served as Vice Chancellor on the Delaware Court of Chancery. I was appointed to that position by Governor Jack Markell following a merit screening process by the Delaware Judicial Nominating Commission. The Court of Chancery has jurisdiction to hear all matters relating to equity. The litigation in this tribunal deals largely with corporate issues, trusts, estates, other fiduciary matters, disputes involving the purchase of land, and questions of title to real estate, as well as commercial and contractual matters. The Court of Chancery has a national reputation in the business community and is responsible for developing the case law in Delaware on corporate matters. Appeals from the Court of Chancery may be taken to the Delaware Supreme Court.

Since 2019, I have served as Justice on the Delaware Supreme Court. I was appointed to this position by Governor John Carney following a merit screening process by the Delaware Judicial Nominating Commission. The Delaware Supreme Court is the highest court in the State of Delaware. The Court has final appellate jurisdiction in criminal cases in which the sentence exceeds certain minimums, in civil cases as to final judgments, and for certain other orders of the Court of Chancery, the Superior Court, and the Family Court. The Supreme Court has discretionary jurisdiction to issue writs of prohibition, quo warranto, certiorari, mandamus, and to accept appeals of certain non-final orders or certified questions.

- a. Approximately how many cases have you presided over that have gone to verdict or judgment?

I estimate that I have participated in approximately 600 decisions during my time on the Delaware Supreme Court.

As a Vice Chancellor, I presided over approximately 25 trials. I also presided over hundreds of other substantive hearings.

- i. Of these cases, approximately what percent were:

jury trials:	0%
bench trials:	100%

- ii. Of these cases, approximately what percent were:

civil proceedings:	65%
criminal proceedings:	35%

- b. Provide citations for all opinions you have written, including concurrences and dissents.

See attached list of opinions.

- c. For each of the 10 most significant cases over which you presided, provide: (1) a capsule summary of the nature of the case; (2) the outcome of the case; (3) the name and contact information for counsel who had a significant role in the trial of the case; and (4) the citation of the case (if reported) or the docket number and a copy of the opinion or judgment (if not reported).

1. Letter from Delaware Supreme Court, to Honorable David P. Sokola, President Pro Tempore, Del. State Senate, and Honorable Peter C. Schwartzkopf, Speaker, Del. House of Representatives (Mar. 1, 2022), <https://courts.delaware.gov/Opinions/Download.aspx?id=330740>

The Delaware General Assembly passed Senate Concurrent Resolution No. 63, which requested an advisory opinion of the Justices of the Delaware Supreme Court regarding the construction of Section 13 of Article III of the Delaware Constitution. Section 13 provides that “the Governor may for any reasonable cause remove any officer,” with two exceptions, “upon the address of two-thirds of all the members elected to each House of the General Assembly.” The resolution requested answers to the following five questions: (1) may “reasonable cause” under Section 13 include an indictment returned by a grand jury; (2) does authority under Section 13 to remove a public official implicitly include the authority to take lesser action such as suspension of the public official, and, if so, must the General Assembly address the Governor on the lesser action or can the Governor choose to take a lesser action than that addressed to the Governor; (3) does the application of Section 13 require a hearing on the matter prior to a vote in either House to address the Governor to remove an officer; (4) does Section 13 require a 10-day notice for only the first House to take action, or are separate notices required for each House; and (5) is there a mechanism for an appeal of the decision by the Governor to remove a public officer under Section 13?

We issued an advisory opinion answering those five questions as follows: (1) reasonable cause for a bill of address to the Governor may include an indictment, but an indictment alone is not sufficient; (2) the Governor’s authority to remove a public official upon a bill of address does not include the authority to take a lesser action such as suspension; (3) a hearing is required prior to the vote on a bill of address, and a hearing in the first House or a joint hearing in both Houses satisfies the hearing requirement; (4) a joint resolution by both Houses is required at least ten days before the hearing in the first House or before a joint hearing; and (5) there is no appeal from the Governor’s decision, but the Court does not express an opinion on whether judicial review is available.

2. *Bäcker v. Palisades Growth Cap. II, L.P.*, 246 A.3d 81 (Del. 2021)

Mr. Bäcker was the co-founder and majority common stockholder of QLess, Inc. In June 2019, the Company’s board removed Mr. Bäcker as CEO following an internal investigation into workplace complaints. Mr. Bäcker resisted, but eventually relented and expressed support for his successor, Mr. Grauman. On November 15, 2019, QLess held a board meeting. In the week leading up to the meeting, the Company’s outside counsel circulated board resolutions that, among other things, would appoint Mr. Grauman to the board. Mr. Bäcker made a series of statements that collectively represented support for Grauman’s appointment.

On the eve of the board meeting, the Company’s independent director unexpectedly resigned, giving Mr. Bäcker a board majority. Mr. Bäcker devised a secret counter agenda to fire Mr. Grauman and lock-in control of QLess. Mr. Bäcker caught his fellow directors by surprise at the meeting, passing his counter agenda over objections and seizing control of the Company.

Palisades Growth Capital II, L.P., the majority owner of the QLess' Series A preferred stock, filed a complaint in the Court of Chancery seeking to reverse Mr. Bäcker's actions. Following a paper trial, the court held that, even if technically legal, the board's actions were invalid as a matter of equity because Mr. Bäcker affirmatively deceived a fellow director to establish a quorum.

The Delaware Supreme Court affirmed the lower court, holding that the Court of Chancery's finding of affirmative deception was not clearly erroneous. We also held that the Court of Chancery did not impose an equitable notice requirement for regular board meetings, that Mr. Bäcker failed to properly raise an equitable participation defense below, and that the Court of Chancery did not exercise its equitable powers to grant relief for a de facto breach of contract claim.

Counsel for Appellants:

Thomas A. Uebler
Joseph L. Christensen
McCollom D'Emilio Smith & Uebler LLC
Little Falls Centre II
2751 Centerville Road, Suite 401
Wilmington, DE 19808
(302) 468-5960

Hayley M. Lenahan (formerly with McCollom D'Emilio Smith & Uebler LLC)
Donahue Fitzgerald LLP
1999 Harrison Street, 26th Floor
Oakland, CA 94612
(510) 451-3300

Counsel for Appellee:

Bradley R. Aronstam
Roger S. Stronach
Holly E. Newell
1313 North Market Street, Suite 1001
Wilmington, DE 19801
(302) 576-1600

Jon M. Talotta
Hogan Lovells US LLP
8350 Broad Street, 17th Floor
Tysons, VA 22102
(703) 610-6156

Michael C. Hefter
Hogan Lovells US LLP
390 Madison Avenue
New York, NY 10017

(212) 918-3032

3. *Capriglione v. State*, 2021 WL 4538685, __ A.3d__ (Del. Oct. 1, 2021)

On April 5, 2021, Mr. Capriglione was elected to a two-year term as a Commissioner of the Town of Newport. Before his swearing-in ceremony, the Attorney General, on behalf of the State of Delaware, petitioned for a writ of quo warranto in the Superior Court. The State contended that Mr. Capriglione was prohibited from serving as a Commissioner because he had been convicted of misdemeanor official misconduct for actions he took as police chief in 2018. The State argued that Mr. Capriglione's offense was a disqualifying "infamous crime" under Art. II, § 21 of the Delaware Constitution. The Superior Court stayed Mr. Capriglione's swearing in to resolve this question and eventually held that he was constitutionally barred from holding public office. We reversed the Superior Court and allowed Mr. Capriglione to take the oath of office, holding that under Art. II, § 21, only felonies can be disqualifying "infamous" crimes.

Counsel for Appellant:

Stephani J. Ballard
Law Offices of Stephani J. Ballard, LLC
1308 Delaware Avenue
Wilmington, DE 19806
(302) 379-9549

Counsel for Appellee:

David C. Skoranski
Mark A. Denney, Jr.
Delaware Department of Justice
900 North King Street
Wilmington, DE 19801
(302) 577-8500

4. *United Food & Com. Workers Union v. Zuckerberg*, 262 A.3d 1034 (Del. 2021)

In 2016, the board of directors of Facebook voted in favor of a stock reclassification that would allow Mr. Zuckerberg to sell most of his Facebook stock while maintaining voting control of the company. As a result, numerous stockholders filed lawsuits in the Court of Chancery. The trial court consolidated more than a dozen of these lawsuits into a single class action. Shortly before trial, Facebook withdrew the stock reclassification and mooted the class action. However, Facebook had already spent millions of dollars defending against the class action and paying attorneys' fees to counsel for the plaintiffs. Thus, the appellant filed a derivative complaint in the Court of Chancery seeking compensation for the money Facebook spent in connection with the class action.

The appellant did not make a litigation demand on Facebook's board as required by Delaware law. Instead, the appellant argued that demand was futile because the board's negotiation and approval of the challenged transaction was not a valid exercise of its business judgment and because a majority of the directors were beholden to Mr. Zuckerberg. The appellees filed a motion to dismiss, which the Court of Chancery granted.

The stockholders appealed the trial court's judgment. We affirmed the judgment of the trial court, holding that exculpated care claims do not excuse demand because they do not expose directors to a substantial likelihood of liability. We also held that the complaint failed to raise a reasonable doubt that a majority of the demand board lacked independence from Mr. Zuckerberg. In reaching these conclusions, we adopted a three-part test for demand futility that blended the leading two tests for demand futility.

Counsel for Appellant:

P. Bradford deLeeuw
deLeeuw Law LLC
1301 Walnut Green Road
Wilmington, DE 19807
(302) 274-2180

Robert C. Schubert
Willem F. Jonckheer
Schubert Jonckheer & Kolbe LLP
Three Embarcadero Center, Suite 1650
San Francisco, CA 94111
(415) 788-4220

James E. Miller
Miller Shah LLP
65 Main Street
Chester, CT 06412
(860) 540-5505

Counsel for Appellee:

Kevin R. Shannon
Berton W. Ashman, Jr.
Tyler J. Leavengood
Potter Anderson & Corroon LLP
1313 North Market Street
Hercules Plaza, 6th Floor
Wilmington, DE 19801
(302) 984-6000

Raymond J. DiCamillo

Kevin M. Gallagher
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700

David E. Ross
Garrett B. Moritz
R. Garrett Rice
Ross Aronstam & Moritz LLP
100 South West Street, Suite 400
Wilmington, DE 19801
(302) 576-1600

William Savitt
Ryan A. McLeod
Anitha Reddy
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Kevin M. Jonke (formerly with Wachtell, Lipton, Rosen & Katz)
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
(312) 862-2000

George M. Garvey
Laura Lin
Munger, Tolles & Olson LLP
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071
(213) 683-9100

5. *Manti Holdings, LLC v. Authentix Acquisition Co., Inc.*, 261 A.3d 1199 (Del. 2021)

The arguments in this appeal largely focused on whether Section 262 of the Delaware General Corporation Law prohibits a Delaware corporation from enforcing an advance waiver of appraisal rights against its own stockholders. In 2017, a third-party entity acquired Authentix Acquisition Company, Inc. A group of Authentix stockholders filed an appraisal petition in the Court of Chancery. Authentix moved to dismiss the petition, arguing that the petitioners had waived their appraisal rights under a stockholders' agreement. The Court of Chancery granted the motion to dismiss, holding that the petitioners had agreed to a clear

provision requiring that they refrain from exercising their appraisal rights with respect to the merger. The court also awarded the petitioners equitable interest on the merger consideration and declined to award Authentix pre-judgment interest under a fee-shifting provision. Both parties appealed.

We affirmed the Court of Chancery's ruling on the appraisal issue, holding that Section 262 does not prohibit sophisticated and informed stockholders, who were represented by counsel and had bargaining power, from voluntarily agreeing to waive their appraisal rights in exchange for valuable consideration. We also concluded that the Court of Chancery did not abuse its discretion by awarding the petitioners equitable interest on the merger consideration; nor did the court abuse its discretion by declining to award Authentix pre-judgment interest under a fee-shifting provision.

Counsel for Petitioners:

John L. Reed
Peter H. Kyle
Kelly L. Freund
DLA Piper LLP
1201 North Market Street, Suite 2100
Wilmington, DE 19801
(302) 468-5700

Counsel for Respondent:

Samuel A. Nolen
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700

Andrew Hammond
Michelle Letourneau-Belock
White & Case LLP
1221 Avenue of the Americas
New York, NY 10020
(212) 819-8200

Bryan Beaudoin (formerly with White & Case)
Levene Gouldin & Thompson, LLP
450 Plaza Drive
Vestal, NY 13850
(607) 225-1929

6. *Purnell v. State*, 254 A.3d 1053 (Del. 2021)

In 2008, the appellant was convicted of second-degree murder, first degree attempted robbery, second degree conspiracy, possession of a deadly weapon by a prohibited person, and two counts of possession of a deadly weapon during the commission of a felony. During the initial trial, the appellant's court-appointed trial counsel sought to withdraw because he was the same advocate who represented another suspect in a weapons prosecution earlier in the same murder investigation. The trial judge did not permit trial counsel to withdraw when he raised the conflict, and the defense theory that his former client might be the true killer, to the State's and court's attention. Trial counsel failed to investigate evidentiary leads implicating his other client, did not call him as a witness, and failed to present even then-known or obvious evidence and arguments to the jury that would have inculpated his former client. Following this constrained defense, the jury convicted the appellant. In 2009 and 2014, based on the narrow issues presented, which did not include the conflict, the Delaware Supreme Court upheld the conviction and sentence.

In 2017, the appellant filed a second postconviction relief motion under Delaware Rule of Criminal Procedure Rule 61, arguing actual innocence based on new evidence unavailable to him at trial, conflicted trial counsel, ineffective trial counsel, prosecutorial misconduct, improper exclusion of evidence, and that the cumulative effect of the error required relief. The Superior Court denied the appellant's motion as to his actual innocence and dismissed the motion. The appellant appealed to the Delaware Supreme Court.

We reversed the Superior Court, concluding that because of the trial counsel's conflict, the new evidence the appellant submitted in his second Rule 61 motion was not reasonably available to him in his first trial. We also concluded that trial counsel's conflict deprived the appellant of his right to counsel. In evaluating the new evidence presented by the appellant in the second Rule 61 motion, we held that the appellant had satisfied his burden of showing actual innocence, necessitating a new trial. Thus, we reversed the appellant's conviction and remanded the matter for a new trial. The state then dropped the charges.

Counsel for Appellant:

Herbert W. Mondros
Rigrodsky Law, P.A.
300 Delaware Avenue, Suite 210
Wilmington, DE 19801
(302) 295-5310

Tiffani Hurst
Hurst Legal Services
1515 Market Street, Suite 1200-645
Philadelphia, PA
(610) 653-3033

Counsel for Appellee:

Carolyn S. Hake
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 7th Floor
Wilmington, DE 19803
(302) 577-8500

7. *Del. Solid Waste Auth. v. Del. Dep't of Nat. Res. and Env't Control*, 250 A.3d 94 (Del. 2021)

On July 25, 2018, an enforcement officer working for the Department of Natural Resources and Environmental Control (“DNREC”) pulled over a truck hauling municipal solid waste from Pine Tree Station. The truck’s owner and operator, Contractors Hauling, did not have a valid permit to transport solid waste.

The Delaware Solid Waste Authority (“DSWA”) operated Pine Tree Station subject to a DNREC-issued permit. In 2017, DSWA transferred operations of the station to a subcontractor, Greggo & Ferrera, Inc. Later that year—and apparently without DSWA’s knowledge—Greggo & Ferrera began using vehicles owned and operated by its affiliate entity, Contractors Hauling, to transport waste from the transfer station to waste disposal facilities.

DNREC determined that DSWA, Greggo & Ferrera, and Contractors Hauling violated various requirements related to the transportation of solid waste. All three entities appealed with the Environmental Appeals Board (the “Board”). The Board reversed the DNREC’s assessment of penalties and fees.

DNREC appealed to the Superior Court. The court held: (1) DNREC had the authority to impose the permit condition, but it was unconstitutionally vague; (2) DSWA was strictly liable for failing to provide a complete list of transporters; (3) the Board erred by setting aside the penalties assessed against Greggo & Ferrera and Contractors Hauling; and (4) DNREC’s cost assessments were not before the Board. All parties appealed the Superior Court’s decision.

We held: (1) the Superior Court and the Board erred by holding that the permit condition was unlawful; (2) the Superior Court properly held that DSWA was strictly liable for failing to provide a complete list of transporters; (3) the Superior Court erred by overturning the Board’s determination that no penalty should be assessed against Greggo & Ferrera and Contractors Hauling; and (4) the Superior Court properly held that DNREC’s ability to recover costs was not before the Board.

Counsel for DNREC:

William J. Kassab
Delaware Department of Justice

391 Lukens Drive
New Castle, DE 19729
(302) 395-2604

Counsel for DSWA:
Michael W. Teichman
Elio Battista, Jr.
Kyle F. Dunkle
Parkowski, Guerke & Swayze, P.A.
1105 North Market Street, 19th Floor
Wilmington, DE 19801
(302) 654-3300

Jeffrey M. Weiner, Esquire
1332 King Street
Wilmington, DE 19801
(302) 652-0505

8. *Wiggins v. State*, 227 A.3d 1062 (Del. 2020)

On February 22, 2018, Mr. Wiggins was arrested with a vial containing an amber liquid with brown chunks in the liquid. The State's chemist tested the liquid, which was positive for PCP, but did not test or identify the brown chunks. The chemist weighed the liquid PCP and brown chunks together and determined that they weighed 17.651 grams. The chemist did not weigh the liquid or the brown chunks separately. The jury found Mr. Wiggins guilty of aggravated possession of PCP. The possession of 15 grams or more of PCP, or of any "mixture" containing such a substance, is classified as a Class B Felony and carries a minimum sentence of two years at Level V incarceration.

The parties' sole focus in this appeal was on whether a jury could have concluded that the State met its burden to prove that the liquid PCP and brown chunks in Mr. Wiggins' vial constituted a "mixture" under the statutory scheme. Both parties pointed to federal precedent, arguing opposing sides of a federal circuit split to support competing interpretations of "mixture."

We held that the meaning of "mixture" within Delaware's statutory scheme requires a showing that the mixture is marketable or usable. And the State presented no evidence at trial regarding the nature of the brown chunks or their relation to the liquid PCP, other than their co-location within the same vial. Thus, we vacated the conviction for aggravated possession of PCP and remanded for sentencing for the lesser-included offense of misdemeanor possession of PCP.

Counsel for Appellant:
Nicole M. Walker
Delaware Office of the Public Defender

Carvel State Office Building
820 North French Street
Wilmington, DE 19801
(302) 577-5121

Counsel for Appellee:

Matthew C. Bloom
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 7th Floor
Wilmington, DE 19801
(302) 577-8500

9. *Doe v. Coupe*, 143 A.3d 1266 (Del. Ch. 2016)

In this action, three convicted Tier III sex offenders challenged the constitutionality of a Delaware statute that required them to wear GPS monitors on their ankles at all times as a condition of their parole or probation, without reference to their individual risks of recidivism. The plaintiffs claimed that the statute violated the Fourth Amendment and the Ex Post Facto Clause of the United States Constitution, as well as Article I, § 6 of the Delaware Constitution. Both parties moved for summary judgment. I granted the defendant's motion for summary judgment, concluding that the statute did not violate the Fourth Amendment or the Delaware Constitution. Applying Delaware Supreme Court precedent directly addressing this issue, I also held that the statute did not violate the Ex Post Facto Clause. The Delaware Supreme Court affirmed.

Counsel for Plaintiff:

Richard H. Morse
American Civil Liberties Union Delaware
100 West 10th Street
Wilmington, DE 19801
(302) 654-5326

Ryan Tack-Hooper (formerly with ACLU Delaware)
Terrell Marshall Law Group PLLC
936 North 34th Street, Suite 300
Seattle, WA 98103
(206) 816-6603

Counsel for Defendant:

Joseph C. Handlon
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 6th Floor
Wilmington, DE 19801

(302) 577-8862

Roopa Sabesan (formerly with Delaware Department of Justice)
White and Williams LLP
Courthouse Square
600 North King Street, Suite 800
Wilmington, DE 19801
(302) 654-0424

10. *In re Volcano Corp. S'holder Litig.*, 143 A.3d 727 (Del. Ch. 2016)

The plaintiffs in this action were former stockholders of a company that was acquired for \$18 per share in an all-cash merger. Five months before the acquisition, the target company had declined an offer of \$24 per share from the same acquiror. After the companies announced the merger, the plaintiffs filed suit, alleging that the board breached its fiduciary duties in approving the merger and that the board's financial advisor aided and abetted those breaches. Both the board and the financial advisor moved to dismiss the complaint. I granted their motions to dismiss, concluding that stockholders representing a majority of the target company's outstanding shares had expressed their fully informed, uncoerced, disinterested approval of the merger offer. As such, the business judgment rule standard of review applied and the transaction was protected from a challenge on any ground other than waste, which the plaintiffs failed to allege. The Delaware Supreme Court affirmed.

Counsel for Plaintiffs:

Derrick B. Farrell (formerly with Faruqi & Faruqi)
James R. Banko (formerly with Faruqi & Faruqi)
Labaton Sucharow LLP
300 Delaware Avenue, Suite 1340
Wilmington, DE 19801
(302) 573-2530

Juan E. Monteverde (formerly with Faruqi & Faruqi)
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, NY 10118
(212) 971-1341

Seth D. Rigrodsky
Gina M. Serra
Rigrodsky Law, P.A.
300 Delaware Avenue, Suite 210
Wilmington, DE 19801
(302) 295-5310

Brian D. Long (formerly with Rigrodsky Law, P.A.)
Long Law, LLC
3828 Kennett Pike, Suite 208
Wilmington, DE 19807
(302) 729-9100

Jeremy J. Riley (formerly with Rigrodsky Law, P.A.)
McCollom D'Emilio Smith Uebler LLC
Little Falls Centre II
2751 Centerville Road, Suite 401
Wilmington, DE 19808
(302) 468-5960

Kent A. Bronson
Roy Shimon
Milberg LLP
One Pennsylvania Plaza, Floor 50
New York, NY 10119
(212) 594-5300

Christopher Schuyler (formerly with Milberg LLP)
New York Lawyers for the Public Interest
151 West 30th Street, 11th Floor
New York, NY 10001
(212) 244-4664

Julia J. Sun
Levi & Korsinsky LLP
30 Broad Street, 24th Floor
New York, NY 10004
(212) 363-7500

Counsel for Defendants:
Raymond J. DiCamillo
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700

Rachel E. Horn (formerly with Richards, Layton & Finger)
JPMorgan Chase & Co.
8181 Communications Parkway
Plano, TX 75024
(212) 270-6000

J. Scott Pritchard (formerly with Richards, Layton & Finger)

Stoel Rives LLP
600 University Street, Suite 3600
Seattle, WA 98101
(206) 624-0900

Michael H. Steinberg
Edward E. Johnson
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, CA 90067
(310) 712-6600

Lauren M. Cruz (formerly with Sullivan & Cromwell)
Bernstein Litowitz Berger & Grossman LLP
500 Delaware Avenue, Suite 901
Wilmington, DE 19801
(302) 364-3600

Kevin G. Abrams
J. Peter Shindel, Jr.
Daniel R. Ciarrocki
Abrams & Bayliss LLP
20 Montchanin Road, Suite 200
Wilmington, DE 19807
(302) 778-1000

Meredith Kotler (formerly with Cleary Gottlieb Steen & Hamilton)
Freshfields Bruckhaus Deringer LLP
601 Lexington Avenue, 31st Floor
New York, NY 10022
(212) 277-4000

Darryl Stein (formerly with Cleary Gottlieb Steen & Hamilton)
Kobre & Kim
800 Third Avenue
New York, NY 10022
(212) 488-1200

William M. Lafferty
D. McKinley Measley
Richard Li
Morris, Nichols, Arsht & Tunnell LLP
1201 North Market Street
Wilmington, DE 19801
(302) 658-9200

Koji Fukumura
Peter Adams
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000

- d. For each of the 10 most significant opinions you have written, provide: (1) citations for those decisions that were published; (2) a copy of those decisions that were not published; and (3) the names and contact information for the attorneys who played a significant role in the case.

1. *Bäcker v. Palisades Growth Cap. II, L.P.*, 246 A.3d 81 (Del. 2021)

Counsel for Appellants:

Thomas A. Uebler
Joseph L. Christensen
McCollom D'Emilio Smith & Uebler LLC
Little Falls Centre II
2751 Centerville Road, Suite 401
Wilmington, DE 19808
(302) 468-5960

Hayley M. Lenahan (formerly with McCollom D'Emilio Smith & Uebler LLC)
Donahue Fitzgerald LLP
1999 Harrison Street, 26th Floor
Oakland, CA 94612
(510) 451-3300

Counsel for Appellee:

Bradley R. Aronstam
Roger S. Stronach
Holly E. Newell
1313 North Market Street, Suite 1001
Wilmington, DE 19801
(302) 576-1600

Jon M. Talotta
Hogan Lovells US LLP
8350 Broad Street, 17th Floor
Tysons, VA 22102
(703) 610-6156

Michael C. Hefter
Hogan Lovells US LLP
390 Madison Avenue

New York, NY 10017
(212) 918-3032

2. *United Food & Com. Workers Union v. Zuckerberg*, 262 A.3d 1034 (Del. 2021)

Counsel for Appellant:

P. Bradford deLeeuw
Deleeuw Law LLC
1301 Walnut Green Road
Wilmington, DE 19807
(302) 274-2180

Robert C. Schubert
Willem F. Jonckheer
Schubert Jonckheer & Kolbe LLP
Three Embarcadero Center, Suite 1650
San Francisco, CA 94111
(415) 788-4220

James E. Miller
Miller Shah LLP
65 Main Street
Chester, CT 06412
(860) 540-5505

Counsel for Appellee:

Kevin R. Shannon
Berton W. Ashman, Jr.
Tyler J. Leavengood
Potter Anderson & Corroon LLP
1313 North Market Street
Hercules Plaza, 6th Floor
Wilmington, DE 19801
(302) 984-6000

Raymond J. DiCamillo
Kevin M. Gallagher
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700

David E. Ross
Garrett B. Moritz
R. Garrett Rice

Ross Aronstam & Moritz LLP
100 South West Street, Suite 400
Wilmington, DE 19801
(302) 576-1600

William Savitt
Ryan A. McLeod
Anitha Reddy
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Kevin M. Jonke (formerly with Wachtell, Lipton, Rosen & Katz)
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
(312) 862-2000

George M. Garvey
Laura Lin
Munger, Tolles & Olson LLP
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071
(213) 683-9100

3. *Manti Holdings, LLC v. Authentix Acquisition Co., Inc.*, 261 A.3d 1199 (Del. 2021)

Counsel for Petitioners:

John L. Reed
Peter H. Kyle
Kelly L. Freund
DLA Piper LLP
1201 North Market Street, Suite 2100
Wilmington, DE 19801
(302) 468-5700

Counsel for Respondent:

Samuel A. Nolen
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700

Andrew Hammond

Michelle Letourneau-Belock
White & Case LLP
1221 Avenue of the Americas
New York, NY 10020
(212) 819-8200

Bryan Beaudoin (formerly with White & Case)
Levene Gouldin & Thompson, LLP
450 Plaza Drive
Vestal, NY 13850
(607) 225-1929

4. *Del. Solid Waste Auth. v. Del. Dep't of Nat. Res. and Env't Control*, 250 A.3d 94 (Del. 2021)

Counsel for DNREC:

William J. Kassab
Delaware Department of Justice
391 Lukens Drive
New Castle, DE 19729
(302) 395-2604

Counsel for DSWA:

Michael W. Teichman
Elio Battista, Jr.
Kyle F. Dunkle
Parkowski, Guerke & Swayze, P.A.
1105 North Market Street, 19th Floor
Wilmington, DE 19801
(302) 654-3300

Jeffrey M. Weiner, Esquire
1332 King Street
Wilmington, DE 19801
(302) 652-0505

5. *Wiggins v. State*, 227 A.3d 1062 (Del. 2020)

Counsel for Appellant:

Nicole M. Walker
Delaware Office of the Public Defender
Carvel State Office Building
820 North French Street
Wilmington, DE 19801
(302) 577-5121

Counsel for Appellee:

Matthew C. Bloom
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 7th Floor
Wilmington, DE 19801
(302) 577-8500

6. *Trascent Mmgt. Consulting, LLC v. Bouri*, 2018 WL 4293359 (Del. Ch. Sept. 10, 2018)

Counsel for Plaintiff:

Michael W. Arrington
Michael W. Teichman
Parkowski, Guerke & Swayze, P.A.
1105 North Market Street, 19th Floor
Wilmington, DE 19801
(302) 654-3300

Michael S. Gardner
Eric P. Haas
Jeremy R. Wilson
Gardner Haas PLLC
2828 Routh Street, Suite 660
Dallas, TX 75201
(214) 415-3473

Counsel for Defendant:

Todd C. Schiltz
Drinker Biddle & Reath LLP
222 Delaware Avenue, Suite 1410
Wilmington, DE 19801
(302) 467-4225

Ryan T. Costa (formerly with Drinker Biddle)
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 6th Floor
Wilmington, DE 19801
(302) 577-8500

Damian Christian Shammas
Law Offices of Damian Christian Shammas, LLC
3 Prospect Street
Morristown, NJ 07960
(973) 998-8500

7. *Jackson v. Nocks*, 2018 WL 1935961 (Del. Ch. Apr. 24, 2018)

Counsel for Plaintiff:

Tiffany M. Shrenk
MacElree Harvey, Ltd.
5721 Kennett Pike
Centreville, DE 19807
(302) 654-4454

Counsel for Defendant:

Seth L. Thompson (formerly with Sergovic Carmean Weidman Mccartney & Owens)
Parkowski, Guerke & Swayze, P.A.
1105 North Market Street, 19th Floor
Wilmington, DE 19801
(302) 654-3300

8. *Grand Acquisition, LLC. v. Passco Indian Springs DST*, 145 A.3d 990 (Del. Ch. 2016)

Counsel for Plaintiff:

R. Karl Hill
Seitz, Van Ogtrop & Green, P.A.
222 Delaware Avenue, Suite 1500
Wilmington, DE 19899
(302) 888-0600

Counsel for Defendant:

John L. Reed
DLA Piper LLP
1201 North Market Street, Suite 2100
Wilmington, DE 19801
(302) 468-5700

Ethan H. Townsend (formerly with DLA Piper)
Harrison S. Carpenter (formerly with DLA Piper)
McDermott Will & Emery
1007 North Orange Street, 10th Floor
Wilmington, DE 19801
(302) 485-3900

9. *Doe v. Coupe*, 143 A.3d 1266 (Del. Ch. 2016)

Counsel for Plaintiff:

Richard H. Morse

American Civil Liberties Union Delaware
100 West 10th Street
Wilmington, DE 19801
(302) 654-5326

Ryan Tack-Hooper (formerly with ACLU Delaware)
Terrell Marshall Law Group PLLC
936 North 34th Street, Suite 300
Seattle, WA 98103
(206) 816-6603

Counsel for Defendant:

Joseph C. Handlon
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 6th Floor
Wilmington, DE 19801
(302) 577-8862

Roopa Sabesan (formerly with Delaware Department of Justice)
White and Williams LLP
Courthouse Square
600 North King Street, Suite 800
Wilmington, DE 19801
(302) 654-0424

10. *In re Volcano Corp. S'holder Litig.*, 143 A.3d 727 (Del. Ch. 2016)

Counsel for Plaintiffs:

Derrick B. Farrell (formerly with Faruqi & Faruqi)
James R. Banko (formerly with Faruqi & Faruqi)
Labaton Sucharow LLP
300 Delaware Avenue, Suite 1340
Wilmington, DE 19801
(302) 573-2530

Juan E. Monteverde (formerly with Faruqi & Faruqi)
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, NY 10118
(212) 971-1341

Seth D. Rigrodsky
Gina M. Serra
Rigrodsky Law, P.A.
300 Delaware Avenue, Suite 210

Wilmington, DE 19801
(302) 295-5310

Brian D. Long (formerly with Rigrodsky Law, P.A.)
Long Law, LLC
3828 Kennett Pike, Suite 208
Wilmington, DE 19807
(302) 729-9100

Jeremy J. Riley (formerly with Rigrodsky Law, P.A.)
McCullom D'Emilio Smith Uebler LLC
Little Falls Centre II
2751 Centerville Road, Suite 401
Wilmington, DE 19808
(302) 468-5960

Kent A. Bronson
Roy Shimon
Milberg LLP
One Pennsylvania Plaza, Floor 50
New York, NY 10119
(212) 594-5300

Christopher Schuyler (formerly with Milberg LLP)
New York Lawyers for the Public Interest
151 West 30th Street, 11th Floor
New York, NY 10001
(212) 244-4664

Julia J. Sun
Levi & Korsinsky LLP
30 Broad Street, 24th Floor
New York, NY 10004
(212) 363-7500

Counsel for Defendants:

Raymond J. DiCamillo
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801
(302) 651-7700

Rachel E. Horn (formerly with Richards, Layton & Finger)
JPMorgan Chase & Co.
8181 Communications Parkway
Plano, TX 75024

(212) 270-6000

J. Scott Pritchard (formerly with Richards, Layton & Finger)
Stoel Rives LLP
600 University Street, Suite 3600
Seattle, WA 98101
(206) 624-0900

Michael H. Steinberg
Edward E. Johnson
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, CA 90067
(310) 712-6600

Lauren M. Cruz (formerly with Sullivan & Cromwell)
Bernstein Litowitz Berger & Grossman LLP
500 Delaware Avenue, Suite 901
Wilmington, DE 19801
(302) 364-3600

Kevin G. Abrams
J. Peter Shindel, Jr.
Daniel R. Ciarrocki
Abrams & Bayliss LLP
20 Montchanin Road, Suite 200
Wilmington, DE 19807
(302) 778-1000

Meredith Kotler (formerly with Cleary Gottlieb Steen & Hamilton)
Freshfields Bruckhaus Deringer LLP
601 Lexington Avenue, 31st Floor
New York, NY 10022
(212) 277-4000

Darryl Stein (formerly with Cleary Gottlieb Steen & Hamilton)
Kobre & Kim
800 Third Avenue
New York, NY 10022
(212) 488-1200

William M. Lafferty
D. McKinley Measley
Richard Li
Morris, Nichols, Arsht & Tunnell LLP
1201 North Market Street

Wilmington, DE 19801
(302) 658-9200

Koji Fukumura
Peter Adams
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121-1909
(858) 550-6000

- e. Provide a list of all cases in which certiorari was requested or granted.

Certiorari was requested in the following cases in which I wrote the opinion or order. It was denied in each case.

Price v. State, 247 A.3d 687 (Table) (Del. 2021), *cert. denied*, 141 S. Ct. 2652 (2021)

Anderson v. Bonnewell, 228 A.3d 139 (Table) (Del. 2020), *cert. denied*, 141 S. Ct. 898 (2020)

Certiorari was requested in the following cases in which I participated. It was denied or dismissed in each case.

Page v. Oath, 270 A.3d 833 (Del. 2022), *cert. denied*, No. 21-1369, 2022 WL 164008 (U.S. May 16, 2022)

Anderson v. State, 264 A.3d 628 (Table) (Del. 2021), *cert. denied*, 142 S. Ct. 1160 (2022)

Kelly v. Trump, 256 A.3d 207 (Table) (Del. 2021), *cert. denied*, 142 S. Ct. 441 (2021)

Gordon v. State, 245 A.3d 499 (Del. 2021), *cert. denied*, 142 S. Ct. 189 (2021)

Joyner v. News Journal, 244 A.3d 1006 (Table) (Del. 2020), *cert. denied*, 142 S. Ct. 322 (2021)

Gulf LNG Energy, LLC v. Eni USA Gas Mktg., 242 A.3d 575 (Del. 2020), *cert. denied*, 142 S. Ct. 76 (2021)

Hall v. State, 242 A.3d 1085 (Table) (Del. 2020), *cert. denied*, 141 S. Ct. 2657 (2021)

Chavis v. State, 227 A.3d 1079 (Del. 2020), *cert. denied*, 141 S. Ct. 1528 (2021)

Riley v. State, 238 A.3d 848 (Table) (Del. 2020), *cert. dismissed*, 141 S. Ct. 1131 (2021)

Jones v. Capiro, 238 A.3d 848 (Table) (Del. 2020), *cert. dismissed*, 141 S. Ct. 1127 (2021)

Montgomery v. State, 227 A.3d 1062 (Table) (Del. 2020), *cert. denied*, 141 S. Ct. 397 (2020)

- f. Provide a brief summary of and citations for all of your opinions where your decisions were reversed by a reviewing court or where your judgment was affirmed with significant criticism of your substantive or procedural rulings. If any of the opinions listed were not officially reported, provide copies of the opinions.

None of my decisions as a Justice on the Delaware State Court have been reversed, but as a Vice Chancellor on the Delaware Court of Chancery, the following opinions were appealed and reversed, either in whole or in part, by the Delaware Supreme Court.

Eagle Force Holdings, LLC v. Campbell, 2019 WL 4072124 (Del. Ch. Aug. 29, 2019), *aff'd in part, rev'd in part*, 235 A.3d 727 (Del. 2020); *Eagle Force Holdings, LLC v. Campbell*, 2017 WL 3833210 (Del. Ch. Sept. 1, 2017), *rev'd and remanded*, 187 A.3d 1209 (Del. 2018). In this case, the parties formed a business venture to market certain medical diagnosis and prescription technology developed by the defendant. The parties outlined the principal terms of the investment through two letter agreements in November 2013 and April 2014. On August 28, 2014, Mr. Kay and Mr. Campbell signed the transaction documents, which included an operating agreement for Eagle Force Holdings, LLC and a contribution agreement. The parties disputed what occurred at the August 28 meeting. Plaintiffs asserted that the parties formed binding contracts at the August 28 meeting. Mr. Campbell contended that his signature was meant to indicate receipt of the latest drafts of the agreements but not to manifest his assent to their terms. The plaintiffs also filed three motions for contempt of a 2015 relief order.

After applying the test articulated in *Leeds v. First Allied Conn. Corp.*, 521 A.2d 1095 (Del. Ch. 1986), I held that the transaction documents did not represent an enforceable contract because the parties failed to come to agreement on essential terms. I also held that the plaintiffs' motions for contempt should be denied because the court lacked personal jurisdiction over the defendant.

The Delaware Supreme Court reversed on the contract issue, concluding that I applied the wrong test. The Court held that I should have applied the three-prong test articulated in *Osborn ex rel. Osborn v. Kemp*, 991 A.2d 1153 (Del. 2010) to determine whether an enforceable contract existed. After applying the *Osborn*

test, the Court determined that the second and third prongs were satisfied. The Court remanded the case, however, instructing me to make factual findings under the first prong of the *Osborn* test. The Court also reversed and remanded my denial of the contempt motions, holding that the Court of Chancery did not lack personal jurisdiction over the defendant.

On remand, I held that the defendant's conduct and communications with the plaintiff, before and during the signing of the November 2013 and April 2014 letter agreements, did not constitute an overt manifestation of assent to be bound by the documents under *Osborn*. Accordingly, I held that the letter agreements were not enforceable. Because I concluded that the defendant was not bound by the letter agreements' forum selection clauses, and because the plaintiffs failed to identify any other applicable basis for personal jurisdiction, I dismissed the remainder of the claims for lack of personal jurisdiction. I also held the defendant in contempt of the 2015 relief order for actions he took between my initial ruling and the Delaware Supreme Court's initial reversal.

The Delaware Supreme Court affirmed my ruling that the parties were not bound by the transaction documents. But it disagreed with my contempt ruling, holding that Campbell was not bound by the 2015 relief order in the interim period between my initial ruling and the Court's initial reversal.

CSH Theatres, LLC v. Nederlander of S.F. Assoc., 2018 WL 3646817 (Del. Ch. July 31, 2018), consolidated with *Nederlander of S.F. Assoc. v. CSH Theatres LLC*, 2018 WL 6271655 (Del. Ch. Nov. 30, 2018), *rev'd in part and remanded*, 213 A.3d 39 (Del. 2019). These consolidated cases concerned a dispute involving a theater partnership. Shorenstein Hays-Nederlander Theatres LLC ("SHN") operates theaters in San Francisco. SHN was leasing the Curran Theatre from the Lurie Company. After CSH Theatres LLC bought the Curran Theatre in 2010, it opted not to extend SHN's lease with the Curran Theatre when the lease expired in 2014. In February 2014, CSH Theatres sued Nederlander, SHN's part owner. CSH Theatres sought a declaratory judgment that it had no legal obligation to renew SHN's lease with the Curran Theatre. Nederlander asserted counterclaims against CSH and third-party claims against the CSH Theatres' board for breaches of their fiduciary and contractual obligations. In a July 31, 2018, opinion, I held that there was no enforceable promise to renew the lease of the Curran to SHN, that CSH Theatres did not breach the LLC agreement, and that CSH's board breached their duty of loyalty. In September 2018, Nederlander sought a preliminary injunction against CSH Theatres to prevent it from staging two popular musicals. I denied that request in a November 30, 2018, opinion. The Delaware Supreme Court reversed my ruling that CSH Theatres did not breach the LLC Agreement and remanded the preliminary injunction action for further proceedings consistent with the reversal. The Court affirmed the remainder of my decisions.

Appel v. Berkman, 2017 WL 6016571 (Del. Ch. July 13, 2017), *rev'd*, 180 A.3d 1055 (Del. 2018). This case involved a stockholder challenge to a two-step merger. The stockholder claimed that the company's SEC filing excluded material information, rendering the disclosure insufficient. In particular, the stockholder alleged that the company should have disclosed that the founder abstained from a vote on the merger because he thought it was a bad time to sell. I concluded that the stockholder's acceptance of the first-step tender offer was fully informed because all material information was disclosed. The Delaware Supreme Court disagreed, concluding that the founder's role as founder, former CEO, and chairman of the company made his view on the merger material, and the failure to disclose his view rendered the disclosures misleadingly incomplete.

Inteam Assoc., LLC v. Heartland Payment Sys., LLC, 2018 WL 1560058 (Del. Ch. Mar. 29, 2018), *aff'd in part, rev'd in part*, 200 A.3d 754 (Del. 2018); *Inteam Assoc., LLC v. Heartland Payment Sys., LLC*, 2016 WL 5660282 (Del. Ch. Sept. 30, 2016), *aff'd in part, rev'd and remanded in part*, 171 A.3d 544 (Del. 2017). In this action, each party asserted breach of contract claims against the other. The plaintiff and the defendant entered into a transaction in which the defendant bought substantially all of the plaintiff's assets. The transaction was detailed in three agreements that were executed together and worked in tandem. These agreements contained various non-competition, non-solicitation, exclusivity, and cross-marketing and support obligations. inTEAM alleged that Heartland breached its non-competition obligations as well as its cross-marketing and support obligations. Heartland claimed that inTEAM breached its reciprocal non-competition covenant and that inTEAM's CEO breached his non-solicitation and non-competition obligations. I held that inTEAM did not breach any of its contractual obligations, Heartland breached its non-competition and exclusivity obligations, and inTEAM's CEO breached certain of his non-solicitation provisions. As a result, I required an extension of the non-competes and assessed damages against inTEAM's CEO. I also entered an injunction against Heartland.

The Delaware Supreme Court agreed that Heartland breached its contractual obligations and ruled that the extension of the non-competes and the damages against inTEAM's CEO were not abuse of discretion. It also affirmed the issuance of the injunction against Heartland. The Court disagreed with my conclusion that inTEAM did not breach its non-compete obligations. The Court concluded that I did not give proper consideration to the language of the agreements and reversed and remanded.

On remand, I issued an order vacating the injunction against Heartland. I also did not enter new injunctions against any of the parties and entered judgment against inTEAM's CEO for breaching his non-compete obligations. Furthermore, I rejected inTEAM's affirmative defenses to its violation of its non-compete obligations. The Delaware Supreme Court reversed my ruling vacating the injunction against Heartland, holding that I exceeded the scope of the remand because the reversal and remand was on the limited issue of inTEAM's breach of

their non-compete obligations. The Court affirmed my decision to reject inTEAM's affirmative defenses.

In re Appraisal of GoodCents Holdings, Inc., 2017 WL 2463665 (Del. Ch. June 7, 2017), *rejected*, *Leaf Invenergy Co. v. Invenergy Renewables LLC*, 210 A.3d 688 (Del. 2019). This opinion was not appealed to or reversed by the Delaware Supreme Court, but its logic received criticism in an unrelated appeal. Its holding was confirmed.

In this appraisal action, the company was sold for less than the liquidation preference of the preferred shares. As a result, the preferred stockholders received the entire merger consideration and the common stockholders received nothing. Under the company's certificate of incorporation, however, the preferred stockholders could not receive a larger per-share payout than the common stockholders on an as-converted basis, with a few exceptions. Thus, the common stockholders argued that the merger triggered a voting right rather than a liquidation preference. I concluded that the plain language of the provision unambiguously conferred preferred stockholders with a voting right. Thus, I ordered the merger consideration to be distributed pro rata to all common and preferred stockholders. The Delaware Supreme Court later confronted a similar case on appeal and stated that my conclusion in *GoodCents* was correct, but that my logic was unpersuasive. The Court held that I should have reached the same conclusion because the preferred stockholders voted to approve the merger and the certificate of incorporation stated that the company could conduct a merger without making a preferential distribution to the preferred stockholders if they approved such a transaction.

- g. Provide a description of the number and percentage of your decisions in which you issued an unpublished opinion and the manner in which those unpublished opinions are filed and/or stored.

As a Justice of the Delaware Supreme Court, I have issued more than 191 written opinions and substantive orders. All are stored on the Court's electronic database, available on the Delaware Supreme Court website, and available on Westlaw and Lexis. Consistent with Delaware Supreme Court practice, all formal written opinions are published by official reporters.

As a Vice Chancellor on the Delaware Court of Chancery, I issued more than 136 written opinions and substantive orders. All are stored in an electronic database, available on the Delaware Court of Chancery website, and available on Westlaw and Lexis. I issued an additional 168 bench rulings, which are available on the court's electronic database or through the Court of Chancery court reporters' office. Consistent with Court of Chancery practice, only matters addressing novel issues of Delaware law are selected for publication by official reporters. Approximately five of my Court of Chancery opinions were selected for publication by official reporters.

- h. Provide citations for significant opinions on federal or state constitutional issues, together with the citation to appellate court rulings on such opinions. If any of the opinions listed were not officially reported, provide copies of the opinions.

Miller v. State, 270 A.3d 259 (Del. 2022)

White v. State, 258 A.3d 147 (Del. 2021)

In re Hurley, 257 A.3d 1012 (Del. 2021)

Del. Solid Waste Auth. v. Del. Dep't of Nat. Res. and Env't Control, 250 A.3d 94 (Del. 2021)

Swan v. State, 248 A.3d 839 (Del. 2021)

Waters v. State, 242 A.3d 778 (Del. 2020)

Spintz v. Div. Family Servs., 228 A.3d 691 (Del. 2020)

Doe v. Coupe, 143 A.3d 1266 (Del. Ch. 2016), *aff'd*, 158 A.3d 449 (Table) (Del. 2017)

- i. Provide citations to all cases in which you sat by designation on a federal court of appeals, including a brief summary of any opinions you authored, whether majority, dissenting, or concurring, and any dissenting opinions you joined.

I have not sat by designation on any federal court of appeals.

14. **Recusal:** If you are or have been a judge, identify the basis by which you have assessed the necessity or propriety of recusal (If your court employs an "automatic" recusal system by which you may be recused without your knowledge, please include a general description of that system.) Provide a list of any cases, motions or matters that have come before you in which a litigant or party has requested that you recuse yourself due to an asserted conflict of interest or in which you have recused yourself sua sponte. Identify each such case, and for each provide the following information:

- a. whether your recusal was requested by a motion or other suggestion by a litigant or a party to the proceeding or by any other person or interested party; or if you recused yourself sua sponte;
- b. a brief description of the asserted conflict of interest or other ground for recusal;
- c. the procedure you followed in determining whether or not to recuse yourself;
- d. your reason for recusing or declining to recuse yourself, including any action

taken to remove the real, apparent or asserted conflict of interest or to cure any other ground for recusal.

The State of Delaware does not employ an automatic recusal system. Instead, recusal is determined on a case-by-case basis, applying the Judicial Canons and the Rules of Professional Conduct. Consistent with those principles, I recused myself sua sponte in all the matters listed below.

Lenois v. Lawal, No. 33, 2021. I was the presiding judicial officer in the Court of Chancery matter being appealed. Therefore, I recused myself sua sponte from the matter.

Perlman v. Vox Media, Inc., No. 305, 2020. I was the presiding judicial officer in the Court of Chancery matter being appealed. Therefore, I recused myself sua sponte from the matter.

Kalil v. Kalil, No. 204, 2020. I was the presiding judicial officer in the Court of Chancery matter being appealed. Therefore, I recused myself sua sponte from the matter.

City Club Apartments LLC v. Phillips, Goldman, McLaughlin & Hall, P.A., No. 358, 2019. I was the presiding judicial officer in the Court of Chancery matter being appealed. Therefore, I recused myself sua sponte from the matter.

Salzberg v. Sciabacucchi, No. 346, 2019. I have a personal relationship with a lawyer who was representing one of the parties. Therefore, I recused myself sua sponte from the matter.

In re Dissolution of Jeffco Mgmt., LLC, No. 5, 2022. I was the presiding judicial officer in the Court of Chancery matter being appealed. Therefore, I recused myself sua sponte from the matter.

G.I. Assocs. of Del., P.A. v. Anderson, No. 182, 2020. I have a personal relationship with one of the parties. Therefore, I recused myself sua sponte from the matter.

City of Fort Myers General Emps' Fund v. Haley, No. 368, 2019. I was the presiding judicial officer in the Court of Chancery matter being appealed. Therefore, I recused myself sua sponte from the matter.

15. Public Office, Political Activities and Affiliations:

- a. List chronologically any public offices you have held, other than judicial offices, including the terms of service and whether such positions were elected or appointed. If appointed, please include the name of the individual who appointed you. Also, state chronologically any unsuccessful candidacies you have had for elective office or unsuccessful nominations for appointed office.

I have not held any other public office other than judicial office. I have had no

unsuccessful candidacies for elective office or unsuccessful nominations for appointed office.

- b. List all memberships and offices held in and services rendered, whether compensated or not, to any political party or election committee. If you have ever held a position or played a role in a political campaign, identify the particulars of the campaign, including the candidate, dates of the campaign, your title and responsibilities.

I have not held a position or played a role in a political campaign.

16. **Legal Career:** Answer each part separately.

- a. Describe chronologically your law practice and legal experience after graduation from law school including:

- i. whether you served as clerk to a judge, and if so, the name of the judge, the court and the dates of the period you were a clerk;

I served as a law clerk to the Honorable William B. Chandler III, Delaware Court of Chancery, from 2006 to 2007.

- ii. whether you practiced alone, and if so, the addresses and dates;

I have never practiced alone.

- iii. the dates, names and addresses of law firms or offices, companies or governmental agencies with which you have been affiliated, and the nature of your affiliation with each;

2007 – 2011
Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Associate

2011 – 2015
Wilson Sonsini Goodrich & Rosati PC
222 Delaware Avenue, Suite 800
Wilmington, Delaware 19801
Associate (2011 – 2015)
Partner (2015)

- iv. whether you served as a mediator or arbitrator in alternative dispute resolution proceedings and, if so, a description of the 10 most significant matters with which you were involved in that capacity.

I have never served as a mediator or arbitrator.

b. Describe:

- i. the general character of your law practice and indicate by date when its character has changed over the years.

After clerking, I worked as a corporate litigator in two national law firms. From 2006 to 2011, I was an associate in the securities and corporate governance department of Weil, Gotshal & Manges LLP in New York. I represented clients in government investigations, federal securities litigation, stockholder litigation, and complex commercial litigation.

From 2011 to 2015, I served as an associate and then a partner in the litigation department of Wilson Sonsini Goodrich & Rosati in Wilmington, Delaware. I focused on corporate governance, navigation of corporate fiduciary duties, stockholder class action litigation, derivative litigation, and complex commercial litigation. In that role, I managed numerous cases, including derivative actions, stockholder class actions, securities class actions, busted deal actions, advancement and indemnification actions, stockholder litigation demands, books and records demands and actions, and special committee investigations.

- ii. your typical clients and the areas at each period of your legal career, if any, in which you have specialized.

My typical clients included companies and officers, directors, employees, and other fiduciaries of those companies.

- c. Describe the percentage of your practice that has been in litigation and whether you appeared in court frequently, occasionally, or not at all. If the frequency of your appearances in court varied, describe such variance, providing dates.

While at Weil Gotshal and Wilson Sonsini, I practice primarily in the areas of corporate and securities litigation. Approximately 50 percent of my time was spent in litigation and 50 percent of my time was spent in investigations (internal and government). I appeared in court a few times a year.

- i. Indicate the percentage of your practice in:
- | | |
|-----------------------------|-----|
| 1. federal courts: | 2% |
| 2. state courts of record: | 98% |
| 3. other courts: | 0% |
| 4. administrative agencies: | 0% |

- ii. Indicate the percentage of your practice in:

1. civil proceedings: 100%
2. criminal proceedings: 0%

- d. State the number of cases in courts of record, including cases before administrative law judges, you tried to verdict, judgment or final decision (rather than settled), indicating whether you were sole counsel, chief counsel, or associate counsel.

During my years as a practicing attorney, I did not try any matters to verdict. I was involved in six matters that settled on the eve of trial and two cases that settled after trial had begun.

- i. What percentage of these trials were:
 1. jury: 0%
 2. non-jury: 100%

- e. Describe your practice, if any, before the Supreme Court of the United States. Supply four (4) copies of any briefs, amicus or otherwise, and, if applicable, any oral argument transcripts before the Supreme Court in connection with your practice.

I have not practiced before the Supreme Court of the United States.

17. **Litigation:** Describe the ten (10) most significant litigated matters which you personally handled, whether or not you were the attorney of record. Give the citations, if the cases were reported, and the docket number and date if unreported. Give a capsule summary of the substance of each case. Identify the party or parties whom you represented; describe in detail the nature of your participation in the litigation and the final disposition of the case. Also state as to each case:

- a. the date of representation;
- b. the name of the court and the name of the judge or judges before whom the case was litigated; and
- c. the individual name, addresses, and telephone numbers of co-counsel and of principal counsel for each of the other parties.

1. *Ironworkers Dist. Council of Phila. v. Andreotti*, 2015 WL 2270673 (Del. Ch. May 8, 2015)

Following litigation in the federal courts, in which E.I. du Pont de Nemours and Company was found to have violated a licensing agreement with Monsanto, and in which DuPont agreed to pay \$1.75 billion to Monsanto, DuPont stockholders made demands on the DuPont board to investigate and consider suing those board members who approved actions that resulted in the breach of the licensing agreement. The DuPont board formed

a special committee that conducted an investigation into the subjects of the demands—the result of the investigation was a determination that a lawsuit against officers and directors was not in the best interest of the company. The DuPont board adopted that recommendation and rejected the stockholders' demands. The plaintiff filed this suit seeking to prosecute members of DuPont's board who rejected the demand. The company moved to dismiss, and the Court of Chancery granted its motion, finding that the board acted in good faith in refusing to pursue the plaintiff's litigation demands.

From 2013 to 2014, I served as a senior member of the legal team that represented DuPont's special committee in conducting its investigation and drafting its report. We collected and reviewed thousands of documents from sources internal and external to the company, interviewed 23 witnesses, conducted factual and legal research into the claims asserted, and met frequently with the members of the special committee. We also drafted a 179-page report presenting our findings and recommendation, which the special committee and the board relied upon in its determination to reject the stockholders' demand.

Presiding Judge:

The Honorable Sam Glasscock
Delaware Court of Chancery

Co-Counsel (Special Litigation Committee):

William B. Chandler III
Wilson Sonsini Goodrich & Rosati P.C.
Eight West Laurel Street
Georgetown, DE 19947
(302) 856-4240

Katherine Henderson
Wilson Sonsini Goodrich & Rosati P.C.
One Market Plaza
Spear Tower, Suite 3300
San Francisco, CA 94105
(415) 947-2065

Counsel for Petitioner:

Joanne P. Pinckney
Elizabeth Wilburn Joyce
Pinckney, Weidinger, Urban & Joyce LLC
2 Mill Road, Suite 204
Wilmington, DE 19806
(302) 504-1497

Seton C. Mangine
(Current contact information unknown)

John Bradham (formerly with Mazzeo Song & Bradham LLP)
Morea Schwartz Bradham Friedman & Brown LLP
444 Madison Avenue, 4th Floor
New York, NY 10022
(212) 599-3002

Nicholas Brunero (formerly with Mazzeo Song & Bradham LLP)
Holland & Knight
31 West 52nd Street, 12th Floor
New York, NY 10019
(212) 513-3410

Peter B. Katzman (formerly with Mazzeo Song & Bradham LLP)
Song P.C.
26 Broadway, Floor 8
New York, NY 10004
(212) 599-0320

Ariana J. Tadler (formerly Milberg LLP)
Tadler Law LLP
22 Bayview Avenue, Suite 200
Manhasset, NY 11030
(212) 946-9300

Kent A. Bronson (formerly Milberg LLP)
Milberg Coleman Bryson Phillips Grossman, PLLC
800 South Gay Street, Suite 1100
Knoxville, TN 37929
(646) 733-5724

Gloria Kui Melwani (formerly Milberg LLP)
Melwani & Chan LLP
1180 Avenue of the Americas, 8th Floor
New York, NY 10036
(212) 382-4620

Stuart J. Guber
Evangelista Worley LLC
500 Sugar Mill Road, Building A
Suite 245
Atlanta, GA 30350
(404) 600-0492

Counsel for Defendants:

Michael P. Kelly (Deceased)
Andrew S. Dupre

Daniel J. Brown
McCarter & English LLP
405 North King Street, 8th Floor
Wilmington, DE 19801
(302) 984-6300

Brian C. Swanson
Bartlit Beck LLP
Courthouse Place
54 West Hubbard Street
Chicago, IL 60654
(312) 494-4410

Donald E. Scott (Deceased)
Bartlit Beck LLP

Lewis H. Lazarus
Morris James LLP
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
(302) 888-6970

The Honorable Joseph R. Slights, III (Vice Chancellor) (formerly with Morris James
LLP)
Delaware Court of Chancery
38 The Green
Dover, DE 19901
(302) 739-4397

Thomas E. Hanson, Jr. (formerly with Morris James LLP)
Barnes & Thornburg LLP
1000 North West Street, Suite 1500
Wilmington, DE 19801
(302) 300-3447

Evan R. Chesler
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1243

Kevin G. Abrams
Abrams & Bayliss LLP
20 Montchanin Road, Suite 200
Wilmington, DE 19807

(302) 778-1002

Steven C. Hough
United States Department of Justice
950 Pennsylvania Avenue, Northwest
Washington, DC 20530
(202) 514-2000

David E. Kendall
Douglas R. Marvin
Ana C. Reyes
Williams & Connolly LLP
725 Twelfth Street, Northwest
Washington, DC 20005
(202) 434-5000

Charles Bachman
O'Melveny & Myers LLP
7 Times Square
New York, NY 10036
(212) 408-2421

Edward N. Moss (formerly with O'Melveny & Myers LLP)
Cahill Gordon & Reindel LLP
32 Old Slip
New York, NY 10005
(212) 701-3838

Donald J. Wolfe, Jr.
Michael A. Pittenger
Potter Anderson Corroon LLP
Hercules Plaza
1313 North Market Street, 6th Floor
Wilmington, DE 19801
(302) 984-6000

Thomas J. Nolan (formerly with Skadden, Arps, Slate, Meagher & Flom LLP)
Pearson Simon & Warshaw LLP
15165 Ventura Boulevard, Suite 400
Sherman Oaks, CA 91403
(818) 205-2817

Allen L. Lanstra
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, CA 90071

(212) 687-5513

2. *In re Riverbed Tech., Inc. S'holders Litig.*, 2015 WL 5458041 (Del. Ch. Sept. 17, 2015)

This litigation arose in connection with Thoma Bravo, LLC's acquisition of all outstanding shares of Riverbed Technology, Inc. at \$21 per share. The total value of the transaction was \$3.6 billion. The plaintiffs originally sought to enjoin the merger, alleging that the sales process was permeated with conflicts of interest that resulted in the undervaluation of Riverbed. The plaintiffs also alleged a number of proxy disclosure claims. The parties ultimately entered into a settlement agreement under which Riverbed made supplemental disclosures in an SEC filing prior to the stockholder vote. The Court of Chancery approved the settlement agreement as fair to the plaintiffs.

In 2015, I was part of the litigation team tasked with defending the company and the director defendants against these actions. I assisted in all aspects of the case, including filing motions and negotiating the settlement agreement.

Presiding Judge:

The Honorable Sam Glasscock
Delaware Court of Chancery

Co-Counsel for Defendant:

Bradley D. Sorrels
Ian R. Liston
Wilson Sonsini Goodrich & Rosati P.C.
222 Delaware Avenue
Wilmington, DE 19801
(302) 304-7600

David J. Berger
Wilson Sonsini Goodrich & Rosati P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 320-4901

Katherine Henderson
Wilson Sonsini Goodrich & Rosati P.C.
One Market Plaza
Spear Tower, Suite 3300
San Francisco, CA 94105
(415) 947-2065

Counsel for Plaintiffs:

Jason M. Leviton
Joel A. Fleming

Block & Leviton LLP
260 Franklin Street, Suite 1860
Boston, MA 02110
(617) 398-5600

Steven P. Harte (formerly with Block & Leviton LLP)
Advent Technologies
200 Clarendon Street, Suite 25
Boston, MA 02116
(617) 655-6000

Kent A. Bronson
Roy Shimon
Milberg Coleman Bryson Phillips Grossman, PLLC
800 South Gay Street, Suite 1100
Knoxville, TN 37929
(866) 252-0878

Arvind Khurana (formerly with Milberg LLP)
Khurana Law Firm, P.C.
116 West 23rd Street, Fifth Floor
New York, NY 10011
(212) 847-0145

Shannon L. Hopkins
Levi & Korsinsky, LLP
1111 Summer Street, Suite 403
Stamford, CT 06905
(203) 992-4523

Sebastian Tornatore
Tornatore Law, LLC
50 Washington Street, Suite 1012
Norwalk, CT 06854
(203) 928-8082

Michael A. Swick
Kahn Swick & Foti, LLC
250 Park Avenue, Seventh Floor
New York, NY 10177
(212) 920-4310

Michael Palestina
Kahn Swick & Foti, LLC
1100 Poydras Street, Suite 3200
New Orleans, LA 70163

(504) 648-1843

Carl L. Stine
Wolf Popper LLP
845 Third Avenue
New York, NY 10022
(212) 451-9631

W. Scott Holleman
Julie & Holleman
157 East 86th Street
New York, NY 10028
(917) 325-3798

Evan J. Smith
Marc Ackerman
Brodsky & Smith LLC
Two Bala Plaza
Bala Cynwyd, PA 19004
(610) 667-6200

Peter B. Andrews
Craig J. Springer
Andrews & Springer, LLC
3801 Kennett Pike, Building C
Suite 305
Wilmington, DE 19807
(302) 504-4957

Seth D. Rigrodsky
Gina M. Serra
Rigrodsky Law P.A.
825 East Gate Boulevard, Suite 300
Garden City, NY 11530
(516) 683-3516

Brian D. Long (formerly with Rigrodsky & Long, P.A.)
Long Law, LLC
3828 Kennett Pike, Suite 208
Wilmington, DE 19807
(302) 729-9100

Jeremy J. Riley
McCollow D'Emilio Smith Uebler LLC
Little Falls Centre II
2751 Centerville Road, Suite 401

Wilmington, DE 19808
(302) 468-5960

Joseph Christensen (formerly with Joseph Christensen P.A.)
McCollow D'Emilio Smith Uebler LLC
Little Falls Centre II
2751 Centerville Road, Suite 401
Wilmington, DE 19808
(302) 468-5967

Counsel for Defendant:

William M. Lafferty
Ryan D. Stottman
Morris Nichols Arsht & Tunnell LLP
1201 North Market Street, Suite 1600
Wilmington, DE 19801
(302) 658-9200

Mark E. McKane
Ashley Littlefield
Kirkland & Ellis
555 California Street, 27th Floor
San Francisco, CA 94104
(415) 439-1400

3. *Galleher v. Basho Tech., Inc.*, C.A. No. 10317-VCL (Del. Ch. Nov. 7, 2014)

In this action, the plaintiff, a director of Basho Technologies, Inc., filed an action under 8 *Del. C.* § 220(d) to inspect the books and records of the company. The plaintiff alleged that he needed to investigate possible breaches of fiduciary and other governance, financial, and management irregularities that appeared to occur in the months leading up to a preferred stock transaction. The plaintiff alleged that the transaction was inferior to another funding opportunity from outside investors. The parties ultimately entered into a settlement agreement in which the plaintiff agreed to dismiss the case with prejudice. The Court of Chancery approved the settlement.

From 2014 to 2015, I led the litigation team in its representation of the company. I maintained primary contact with the client, drafted all court filings, conducted witness interviews, negotiated the settlement agreement with opposing counsel, and collected, reviewed, and produced company books and records provided as part of the settlement.

Presiding Judge:

The Honorable J. Travis Laster
Delaware Court of Chancery

Co-Counsel for Respondent:

Bradley D. Sorrels
Wilson Sonsini Goodrich & Rosati P.C.
222 Delaware Avenue, Suite 800
Wilmington, DE 19801
(302) 304-7609

Counsel for Petitioner:

R. Montgomery Donaldson (formerly with Polisinelli PC)
Montgomery McCracken Walker & Rhoades LLP
1105 North Market Street, 15th Floor
Wilmington, DE 19801
(302) 504-7840

Robert A. Penza
Polsinelli LLP
222 Delaware Avenue, Suite 1101
Wilmington, DE 19801
(302) 252-0945

4. *In re TIBCO Software Inc.*, 2015 WL 6155894 (Del. Ch. Oct. 20, 2015)

This litigation related to TIBCO's \$4.2 billion sale to Vista Equity Partners. In the transaction, both the buyer and the seller agreed that the aggregate equity value implied by the transaction was \$4.244 billion, or \$0.57 per share more than what was actually reflected in the transaction document. The share count error was discovered only after the parties signed the agreement. Various lawsuits were filed in the Delaware Court of Chancery, alleging breaches of fiduciary duty in connection with the acquisition and seeking a preliminary injunction of the deal based on the novel theory that stockholders have standing to seek reformation of the merger agreement. The plaintiff initially filed a motion for preliminary injunction. The Court of Chancery denied this motion. The plaintiff then sought reformation of the contract, and alleged breach of fiduciary duty, aiding and abetting against Goldman Sachs, professional malpractice against Goldman Sachs, and unjust enrichment. The defendants moved to dismiss the complaint in its entirety. The Court of Chancery dismissed all the claims except for the aiding and abetting claim for failure to state a claim for relief.

From 2014 to 2015, I was part of the litigation team that helped TIBCO and the director defendants to defeat the preliminary injunction motion, which allowed the deal to successfully close. The post-closing litigation settled after I left the firm.

Presiding Judge:

The Honorable Andre G. Bouchard (retired)
Delaware Court of Chancery

Co-Counsel for Defendants:

Bradley D. Sorrels
Wilson Sonsini Goodrich & Rosati P.C.
222 Delaware Avenue, Suite 800
Wilmington, DE 19801
(302) 304-7609

Steven M. Schatz
(650) 320-4856
David J. Berger
Wilson Sonsini Goodrich & Rosati P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 320-4901

Katherine Henderson
Wilson Sonsini Goodrich & Rosati P.C.
One Market Plaza
Spear Tower, Suite 3300
San Francisco, CA 94105
(415) 947-2065

Gideon Schor (formerly with Wilson Sonsini Goodrich & Rosati)
U.C. Hastings Law School
200 McAllister Street
San Francisco, CA 94102
(415) 565-4600

Counsel for Plaintiff:
Stuart M. Grant (retired)
Cynthia A. Calder
Grant & Eisenhofer P.A.
123 Justison Street
Wilmington, DE 19801
(302) 622-7000

Mark Lebovich
Edward G. Timlin
Adam Hollander
Bernstein Litowitz Berger & Grossman LLP
1251 Avenue of the Americas
New York, NY 10020
(212) 554-1400

Richard D. Gluck
Bernstein Litowitz Berger & Grossman LLP
2121 Avenue of the Stars, Suite 2575

Los Angeles, CA 90067
(858) 720-3194

John Vielandi
Labaton Sucharow
140 Broadway
New York, NY 10005
(212) 907-0829

Francis Bottini, Jr.
Bottini & Bottini, Inc.
7817 Ivanhoe Avenue, Suite 102
La Jolla, CA 92037
(858) 914-2001

Counsel for Defendants:

Gregory P. Williams
Anne C. Foster
Richards, Layton & Finger PA
920 North King Street
Wilmington, DE 19801
(302) 651-7700

J. Scott Pritchard (formerly with Richards, Layton & Finger PA)
Stoel Rives LLP
600 University Street, Suite 3600
Seattle, WA 98101
(206) 386-7585

Yosef J. Riemer
Matthew Solum
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
(212) 446-4800

David S. Flugman (formerly with Kirkland & Ellis)
Selendy Gay Elsberg PA
1290 Avenue of the Americas
New York, NY 10104
(212) 390-9052

Shireen A. Barday (formerly with Kirkland & Ellis)
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166

(212) 351-2621

Kevin G. Abrams
J. Peter Shindel, Jr.
Matthew L. Miller
Abrams & Bayliss LLP
20 Montchanin Road, Suite 200
Wilmington, DE 19807
(302) 778-1002

Paul Vizcarrondo, Jr.
Carrie M. Reilly
Steven Winter
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Luke M. Appling (formerly with Wachtell, Lipton, Rosen & Katz)
Cohen & Gresser LLP
800 Third Avenue
New York, NY 10022
(212) 324-3522

5. *Konstantino v. AngioScore, Inc.*, 2015 WL 5770582 (Del. Ch. Oct. 2, 2015)

In this action, the plaintiff sought advancement for legal fees incurred in defending against certain federal actions. In the federal courts, the plaintiff was sued for usurping a corporate opportunity of the defendant because the plaintiff created a balloon catheter device for a competitor of the defendant while serving as a director of the defendant. After the plaintiff sought advancement, the defendant asserted third-party claims for contribution and tortious interference with contract against the four entities that manufactured and sold the plaintiff's balloon catheter. The third-party defendants sought dismissal for lack of personal jurisdiction and for failure to state a claim for relief. The Court of Chancery granted plaintiff's claim for advancement. The Court of Chancery concluded that the defendant made a prima facie showing that the court had personal jurisdiction over the third-party defendants and that the defendant stated a claim for contribution. The court, however, concluded that the defendant did not state a claim for tortious interference with contract.

From 2014 to 2015, I led the litigation team in its representation of the plaintiff. I took primary responsibility for drafting the plaintiff's court filings, and I argued all motions on behalf of the plaintiff. I successfully argued a number of motions on the plaintiff's behalf, including the leading dispositive motion for summary judgment, which the court granted in favor of the plaintiff and ordered advancement of legal fees and expenses.

Presiding Judge:

The Honorable Andre G. Bouchard (retired)
Delaware Court of Chancery

Co-Counsel for Plaintiff:

Ian R. Liston
Jessica A. Hartwell
Wilson Sonsini Goodrich & Rosati P.C.
222 Delaware Avenue
Wilmington, DE 19801
(302) 304-7600

Dylan J. Liddiard
Thomas J. Martin
Wilson Sonsini Goodrich & Rosati P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Edmundo Clay Marquez (formerly with Wilson Sonsini Goodrich & Rosati P.C)
RH
15 Koch Road
Corte Madera, CA 94925
(203) 682-8225

Counsel for Defendants:

William D. Johnston
Elisabeth S. Bradley
Young Conaway Stargatt & Taylor LLP
Rodney Square
1000 North King Street
Wilmington, DE 19801
(302) 571-6600

The Honorable Kathleen St. J. McCormick (formerly with Young Conaway Stargatt & Taylor LLP)
Chancellor – Delaware Court of Chancery
Leonard L. Williams Justice Center
500 North King Street, Suite 11400
Wilmington, DE 19801
(302) 255-0527

Matthew C. Bloom (formerly with Young Conaway Stargatt & Taylor LLP)
Delaware Department of Justice
Carvel State Office Building
820 North French Street, 7th Floor

Wilmington, DE 19801
(302) 577-8341

Elisabeth S. Balfour
William L. Respass
James W. Geriak (deceased)
Sheppard, Mullin, Richter & Hampton LLP
12275 El Camino Real, Suite 100
San Diego, CA 92130
(858) 720-8985

Kenneth H. Frenchman
Cohen Ziffer Frenchman & McKenna
1350 Avenue of the Americas
New York, NY 10019
(212) 584-1820

Counsel for Third-Party Defendants:

Patricia L. Enerio
Melissa N. Donimirski
Heyman Enerio Gattuso & Hirzel LLP
300 Delaware Avenue, Suite 200
Wilmington, DE 19801
(302) 472-7303

6. *Riley v. Brocade Commc 'n Sys., Inc.*, 2014 WL 1813285 (Del. Ch. May 6, 2014)

In this action, the plaintiff sought advancement of legal fees and expenses incurred when the plaintiff defended against allegations of insider trading and misuse of confidential information. The defendant contended that the plaintiff released his right to advancement in a release agreement that had a mandatory arbitration provision. The court concluded that any dispute between the parties must be resolved in arbitration. Thus, the case was dismissed.

From 2014 to 2015, I was the senior lawyer on the matter, representing the defendant. I took primary responsibility for drafting court filings, and I argued all motions, including the defendant's motion to dismiss or stay, which the court granted.

Presiding Judge:

The Honorable John W. Noble (retired)
Delaware Court of Chancery

Co-Counsel for Defendant:

Ian R. Liston
Wilson Sonsini Goodrich & Rosati P.C.
222 Delaware Avenue

Wilmington, DE 19801
(302) 304-7600

Steven Guggenheim (retired)

Counsel for Plaintiff:

Michael McDermott
Berger Harris LLP
1105 North Market Street, 11th Floor
Wilmington, DE 19801
(302) 655-1140

7. *Boilermakers Local 154 Ret. Fund v. Chevron Corp.*, 73 A.3d 934 (Del. Ch. 2013)

Chevron and FedEx both adopted forum selection bylaws providing that litigation relating to their internal affairs would occur in Delaware. The plaintiffs in this case sued the boards for their adoption of the bylaws, arguing that the bylaws were statutorily invalid because the Delaware General Corporation Law did not provide the board with the necessary authority to adopt such measures. The defendants filed a motion for judgment on the pleadings. The Court of Chancery held that the bylaws are statutorily valid because the statute allows corporations to adopt bylaws that relate to the internal affairs of the corporation, and the bylaws relate to the corporations' internal affairs.

From 2013 to 2015, I was part of the litigation team representing Chevron. I had primary responsibility for drafting the winning court filings.

Presiding Judge:

The Honorable Leo E. Strine, Jr. (retired)
Delaware Court of Chancery

Co-Counsel for Defendants:

William B. Chandler III
Wilson Sonsini Goodrich & Rosati
Eight West Laurel Street
Georgetown, DE 19947
(302) 856-4235

Ryan McLeod (formerly with Wilson Sonsini Goodrich & Rosati)
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1175

David J. Berger
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road

Palo Alto, CA 94304
(650) 320-4901

Counsel for Plaintiffs:

Michael H. Hanrahan
Kevin H. Davenport
Prickett, Jones & Elliott, P.A.
1310 North King Street
Wilmington, DE 19801
(302) 888-6500

The Honorable Paul A. Fioravanti, Jr. (formerly with Prickett, Jones & Elliott, P.A.)
Delaware Court of Chancery
Leonard L. Williams Justice Center
500 North King Street, Suite 11400
Wilmington, DE 19801
(302) 255-0509

Tanya E. Pino (formerly with Prickett, Jones & Elliott, P.A.)
ASSA ABLOY Entrance Systems
1900 Airport Road
Monroe, NC 28110
(866) 237-2687

8. *Polycom v. Sun Cap. Partners V, L.P., C.A.*, No. 7803-VCP (Del. Ch. Oct. 5, 2012)

The plaintiff brought this action to enforce the terms of a purchase and sale agreement between the plaintiff and the defendant. In the agreement, the defendant agreed to purchase all of the outstanding common stock of SpectraLink Corporation, a wholly owned subsidiary of Polycom. The defendant committed to fully fund the acquisition price by providing its own equity financing—this was one of the reasons Polycom accepted the defendant’s offer. After discovering that they would not be able to secure financing on favorable terms, the defendant sought to delay the closing and renegotiate the terms of the agreement. The defendant claimed that renegotiation was necessary because plaintiff failed to provide full information in the diligence process. In other words, the defendants alleged that the plaintiff breached the contract. The plaintiff sought to enforce the terms of the contract.

In 2012, I worked on the litigation team for the plaintiff. This was a highly expedited litigation in which we were scheduled to go from complaint to trial in approximately two months. I was a senior member of the team that drafted all court filings, took numerous depositions of the defendant’s senior officers, and prepared for trial. Ultimately, the parties settled five days before trial.

Presiding Judge:

The Honorable Donald F. Parsons (retired)

Delaware Court of Chancery

Co-Counsel for Plaintiff:

David J. Berger
Steven Guggenheim
Thomas Martin
Terry T. Johnson
Keith E. Eggleton
Luke A. Liss
Katherine Henderson
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Jeffrey P. Palmer (formerly with Wilson Sonsini Goodrich & Rosati)
Greenberg Traurig LLP
1900 University Avenue, 5th Floor
East Palo Alto, CA 94303
(415) 655-1267

Nessia Sloane Kushner (formerly with Wilson Sonsini Goodrich & Rosati)
The Heckscher Foundation for Children
123 East 70th Street
New York, NY 10021
(212) 744-0190

Counsel for Plaintiff

David E. Ross
Bradley R. Aronstam
S. Michael Sirkin
Ross Aronstam & Moritz LLP
1313 North Market Street, Suite 1001
Wilmington, DE 19801
(302) 576-1600

Counsel for Defendant:

William M. Lafferty
David J. Teklits
Morris Nichols Arsht & Tunnell LLP
1201 North Market Street, Suite 1600
Wilmington, DE 19801
(302) 658-9200

Bradley D. Sorrels (formerly with Morris Nichols Arsht & Tunnell LLP)
Wilson Sonsini Goodrich & Rosati

222 Delaware Avenue, Suite 800
Wilmington, DE 19801
(302) 304-7609

Angela C. Whitesell (formerly with Morris Nichols Arsht & Tunnell LLP)
DLA Piper
1201 North Market Street, Suite 2100
Wilmington, DE 19801
(302) 468-5700

John F. Hartmann
Bob Allen
Johnathan Lahn
Sarah P. Herlihy
James P. Gillespie
Maggie Flores (Hoppe)
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
(312) 862-2000

Daniel C. Moore (formerly with Kirkland & Ellis LLP)
Target Corporation
Target Plaza South, 1000 Nicollet Mall
Minneapolis, MN 55403
(612) 304-6073

Dana E. Hill (formerly with Kirkland & Ellis LLP)
United States Attorney's Office
400 West Washington Street, #3100
Orlando, FL 32801
(407) 648-7500

Alec Solotorovsky (formerly with Kirkland & Ellis LLP)
Eimer Stahl LLP
224 South Michigan Avenue, Suite 1100
Chicago, IL 60604
(312) 660-7618

9. *In re Int'l Textile Grp. Merger Litig.*, C.A. No. 2009-CP-23-3346 (S.C. CCP)

This case involved stockholder direct and derivative claims against the defendants, challenging the fairness of a merger between Safety Components, Inc. and International Textile Group, Inc. The plaintiffs alleged that the transaction was not entirely fair to Safety Components, Inc.'s minority stockholders because of breaches of fiduciary duties by the controller stockholder. The plaintiffs also alleged gross negligence and aiding and

abetting breach of fiduciary duty against Safety Components' financial advisor. The parties eventually agreed to a \$36 million settlement. The court approved the settlement.

From 2013 to 2014, I was on the litigation team that represented the plaintiffs. I drafted briefs in successful opposition to the defendants' motions for summary judgment. I also drafted pre-trial briefs and motions and prepped witnesses for trial. I also prepared to examine key witnesses at trial, but the matter settled on the eve of trial. I was involved in all settlement mediations and negotiations and drafted the settlement papers.

Presiding Judge:

The Honorable D. Garrison Hill
South Carolina Court of Common Pleas

Co-Counsel for Plaintiffs:

William D. Herlong
The Herlong Law Firm
1421 Augusta Street
Greenville, SC 29605
(864) 238-5111

Russell T. Burke (formerly with Nexsen Pruet, LLC)
McGowan, Hood, Felder & Phillips LLC
135 Edinburgh Court, Suite 202
Greenville, SC 29607
(864) 252-4406

Christopher D. King (formerly with Nexsen Pruet, LLC)
King Kozlarek Law
201 Riverplace, Suite 500
Greenville, SC 29601
(864) 527-5941

William B. Chandler, III
Ian R. Liston
Wilson Sonsini Goodrich & Rosati
222 Delaware Avenue
Wilmington, DE 19801
(302) 304-7600

Counsel for Defendants:

Michael J. McConnell
Jones Day
1221 Peachtree Street, Northeast
Suite 400
Atlanta, GA 30361
(404) 581-8526

H. Sam Mabry III
Haynsworth Sinkler Boyd
One North Main, 2nd Floor
Greenville, SC 29601
(864) 240-3221

Donald J. Wolfe, Jr.
Potter Anderson Corroon LLP
Hercules Plaza
1313 North Market Street, 6th Floor
Wilmington, DE 19801
(302) 984-6015

David Steefel
Husch Blackwell LLP
1801 Wewatta Street, Suite 1000
Denver, CO 80203
(303) 749-7200

Matthew J. Smith
Holland & Hart, LLP
555 Seventeenth Street, Suite 3200
Denver, CO 80202
(303) 749-7200

W. Howard Boyd, Jr. (Deceased)

Mason A. Goldsmith
Elmore Goldsmith Kelley & Deholl
55 Beattie Place, Suite 1050
Greenville, SC 29602
(864) 255-9500

Counsel for Special Litigation Committee:

Lewis Lazarus
Morris James LLP
500 Delaware Avenue, Suite 1500
Wilmington, DE 19801
(302) 888-6800

Michael J. Giese (formerly with Smith Moore Leatherwood LLP)
Fox Rothschild LLP
2 West Washington Street, Suite 1100
Greenville, SC 29601
(864) 751-7693

10. *In re American International Group, Inc. 2008 Securities Litigation*, No. 08-CV-4772-LTS-DCF (S.D.N.Y.)

In 2008 and 2009, eight putative securities class action complaints were filed against AIG and certain of its current and former officers and directors, AIG's outside auditors, and the underwriters of various securities offerings in the United States District Court for the Southern District of New York, alleging claims under the Exchange Act or claims under the Securities Act of 1933 (the "Securities Act"). On March 20, 2009, the Court consolidated all eight of the putative securities class actions as *In re American International Group, Inc. 2008 Securities Litigation* and appointed the State of Michigan Retirement Systems as lead plaintiff.

On May 19, 2009, the lead plaintiff filed a consolidated complaint alleging that the defendants made statements during the class period that were materially false and misleading and that artificially inflated the price of AIG's stock. The alleged false and misleading statements related to, among other things, unrealized market valuation losses on AIG Financial Products Corporation's super senior credit default swap portfolio as a result of severe credit market disruption and AIG's securities lending program. The consolidated complaint alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Sections 11, 12(a)(2), and 15 of the Securities Act.

From 2008 to 2011, I was part of the team that represented AIG. In connection with that representation, I helped to draft a motion to dismiss the consolidated complaint and the motion for class certification. I conducted and defended depositions. The matter settled in 2014, after I left the firm.

Presiding Judge:

The Honorable Laura Taylor Swain
United States District Court for the Southern District of New York

Co-Counsel for Defendants:

Joseph S. Allerhand (retired)
Robert F. Carangelo
Stacy Nettleton
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
(212) 310-8000

Counsel for Plaintiffs:

Jeffrey W. Golan
Robert A. Hoffman
Barrack, Rodos & Bacine
3300 Two Commerce Square
2001 Market Street

Philadelphia, PA 19103
(215) 963-0600

E. Powell Miller
Marc L. Newman
The Miller Law Firm, P.C.
950 West University Drive, Suite 300
Rochester, MI 48307
(248) 843-0775

Jayson E. Blake (formerly with The Miller Law Firm, P.C.)
McAlpine, PC
3201 University Drive, Suite 200
Auburn Hills, MI 48326
(248) 373-3700

Counsel for Defendants:

Richard A. Rosen
Brad S. Karp
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

Robert H. Pees
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036
(212) 872-1000

Jamison A. Diehl
Lovell Stewart Halebian Jacobson LLP
500 Fifth Avenue, Suite 2440
New York, NY 10110
(212) 608-1900

Richard A. Spehr
Joseph De Simone
Mayer Brown LLP
1221 Avenue of the Americas
New York, NY 10020
(212) 506-2500

Bradford Jealous, III (formerly Mayer Brown LLP)
CFA Institute
915 East High Street

Charlottesville, VA 22902
(434) 977-0437

The Honorable Lee G. Dunst (formerly with Gibson, Dunn & Crutcher LLP)
Magistrate Judge – United States District Court Eastern District of New York
Alfonse M. D'Amato United States Courthouse
100 Federal Plaza
Central Islip, NY 11722
(631) 712-6000

Richard D. Owens
Latham & Watkins LLP
1271 Sixth Avenue
New York, NY 10020
(212) 906-1200

Paul A. Serritella (formerly with Latham & Watkins LLP)
Royal Bank of Canada
200 Vesey Street
9th Floor
New York, NY 10281
(212) 428-6200

Dorothy Heyl (formerly with Milbank, Tweed, Hadley & McCloy LLP)
Prima Capital Advisors
2 Overhill Road, # 215
Scarsdale, NY 10583
(914) 725-9380

Michael R. Young (retired)
Antonio Yanez, Jr.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019
(212) 728-8000

Mei Lin Kwan-Gett (formerly with Willkie Farr & Gallagher LLP)
Citigroup
388 Greenwich Street
New York, NY 10013
(212) 793-0710

Paul C. Curnin
Michael J. Garvey
Craig S. Waldman
Simpson Thacher & Bartlett LLP

425 Lexington Avenue
New York, NY 10017
(212) 455-2000

Erich O. Grosz
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
(212) 909-6000

Thomas G. Rafferty
Antony L. Ryan
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

Samira Shah (formerly with Cravath, Swaine & Moore LLP)
WWE
1241 East Main Street
Stamford, CT 06902
(203) 352-8600

18. **Legal Activities:** Describe the most significant legal activities you have pursued, including significant litigation which did not progress to trial or legal matters that did not involve litigation. Describe fully the nature of your participation in these activities. List any client(s) or organization(s) for whom you performed lobbying activities and describe the lobbying activities you performed on behalf of such client(s) or organizations(s). (Note: As to any facts requested in this question, please omit any information protected by the attorney-client privilege.)

The most significant legal activities that I have pursued are my service as a Justice on the Delaware Supreme Court from 2019 to the present, as well as my service on the Delaware Court of Chancery from 2014 to 2019.

As a Justice on the Delaware Supreme Court, the highest court in the State of Delaware, my work involves hearing and resolving appeals in criminal cases in which the sentence exceeds certain minimums and in civil cases as to final judgments and for certain other orders of the Court of Chancery, the Superior Court, and the Family Court. My work also involves addressing petitions for writs of prohibition, quo warranto, certiorari, and mandamus, resolving requests that the Delaware Supreme Court accept appeals of certain non-final orders, and answering certified questions. As a Justice, I have drafted over 191 opinions and orders (and participated as a panel member in hundreds of additional opinions and orders) addressing a variety of fields of law.

As a Vice Chancellor on the Delaware Court of Chancery, I was responsible for resolving

a wide range of disputes in civil matters dealing with corporate law, alternative entity law, trusts and estates law, guardianship law, law relating to other fiduciary relationships, property law, contract law, constitutional law, and employment law. My work involved hearing and resolving substantive, but non-case dispositive motions, such as expedited requests for emergency relief, discovery disputes, class certification issues, lead counsel disputes, etc. I also heard and resolved many substantive, case-dispositive motions, such as motions to dismiss, motions for judgment on the pleadings, motions for summary judgment, and motions to approve contested and uncontested proposed settlements. I also presided over trials in the Court of Chancery. This involved the consideration and resolution of pre-trial motions, managing trial, and consideration of post-trial arguments and disputes. Because the Court of Chancery does not have juries, I resolved the matters pending before me (absent dismissal or settlement), which resulted in hundreds of substantive decisions.

While in private practice, in addition to litigation, a large part of my practice involved representing clients in investigations. Some investigations were public government investigations. For example, I was part of a team of lawyers at Weil Gotshal that represented AIG after various federal, state, and foreign regulatory and governmental agencies began reviewing certain public disclosures, transactions, and practices of AIG and its subsidiaries in connection with, among other matters, AIG's liquidity problems, payments by AIG subsidiaries to non-U.S. persons, and industry-wide and other inquiries including matters relating to compensation paid to AIGFP employees and payments made to AIGFP counterparties. These reviews include investigations by the U.S. Securities and Exchange Commission and U.S. Department of Justice with respect to the valuation of AIGFP's multi-sector CDO super senior credit default swap portfolio under fair value accounting rules, and the adequacy of AIG's enterprise risk management processes with respect to AIG's exposure to the U.S. residential mortgage market and disclosures relating thereto. There was also an investigation by the U.K. Serious Fraud Office and inquiries by the U.K. Financial Services Authority with respect to the U.K. operations of AIGFP. In connection with these investigations, I collected, reviewed, and produced relevant documents to requesting agencies. I also prepared and defended witnesses in interviews with these agencies.

In the private sector, I also advised clients on a variety of transactional matters that did not involve litigation.

I have not performed any lobbying activities or registered as a lobbyist.

19. **Teaching:** What courses have you taught? For each course, state the title, the institution at which you taught the course, the years in which you taught the course, and describe briefly the subject matter of the course and the major topics taught. If you have a syllabus of each course, provide four (4) copies to the committee.

Appellate Practice and Procedure, Widener University, Delaware Law School, Spring 2022. In this experiential learning class, each student experienced the role of an appellate attorney, learned strategies for effective appellate advocacy, and refined their advocacy

skills through writing and oral advocacy before an appellate judge. The central projects included briefing a case, presenting oral argument, and drafting an opinion. The purpose of this course was to maximize the student's effectiveness as an advocate in the appellate forum at all levels. The following areas were emphasized: appeal strategy, role and function of appellate courts, preserving issues for appeal, the record on appeal, motion practice, effective writing, and oral advocacy. Syllabus supplied.

Advanced Corporations, Seattle University School of Law, February 2018. This course explored corporate litigation in the Delaware Court of Chancery in the context of mergers, acquisitions, and other transactional structures. The course was divided into three parts. Part I gave an overview of the Court and its significance. Part II discussed the statutory tools available to stockholders and the board. Part III analyzed the duties owed by fiduciaries of Delaware entities, the standards of review the Court applies when examining the conduct of fiduciaries, and the types of disputes that frequently arise in the Court. Syllabus supplied.

Advanced Corporations, University of Georgia School of Law, August 2017. This course explored corporate litigation in the Court of Chancery in the context of mergers, acquisitions, and other transactional structures. This course was divided into four parts. Part I gave an overview of the Delaware Court of Chancery and its significance. Part II discussed the common issues decided before the Court. Part III analyzed the duties owed by fiduciaries of Delaware entities, the standards of review the Court applies when examining the conduct of fiduciaries, and the types of disputes that frequently arise in the Court of Chancery. Part IV concluded with practical advice for soon-to-be lawyers. Syllabus supplied.

Advanced Corporations, University of Georgia School of Law, August 2015. This seminar explained why Delaware dominates the corporate chartering market and explored a few of the most topical corporate governance issues that the Delaware Courts recently confronted. Students were expected to read publicly available articles and cases and discuss the materials in class. Syllabus supplied.

20. **Deferred Income/ Future Benefits**: List the sources, amounts and dates of all anticipated receipts from deferred income arrangements, stock, options, uncompleted contracts and other future benefits which you expect to derive from previous business relationships, professional services, firm memberships, former employers, clients or customers. Describe the arrangements you have made to be compensated in the future for any financial or business interest.

None.

21. **Outside Commitments During Court Service**: Do you have any plans, commitments, or agreements to pursue outside employment, with or without compensation, during your service with the court? If so, explain.

None.

22. **Sources of Income**: List sources and amounts of all income received during the calendar year preceding your nomination and for the current calendar year, including all salaries, fees, dividends, interest, gifts, rents, royalties, licensing fees, honoraria, and other items exceeding \$500 or more (if you prefer to do so, copies of the financial disclosure report, required by the Ethics in Government Act of 1978, may be substituted here).

When my nomination is formally submitted to the Senate, I will file my Financial Disclosure Report and will supplement this Questionnaire with a copy of that Report.

23. **Statement of Net Worth**: Please complete the attached financial net worth statement in detail (add schedules as called for).

See attached Net Worth Statement.

24. **Potential Conflicts of Interest**:

- a. Identify the family members or other persons, parties, categories of litigation, and financial arrangements that are likely to present potential conflicts-of-interest when you first assume the position to which you have been nominated. Explain how you would address any such conflict if it were to arise.

Before sitting on a case, I would consider whether I have potential conflicts based on, among other things, my relationship with the parties or counsel. Given the number of years I have been on the bench, I expect conflicts to be rare.

- b. Explain how you will resolve any potential conflict of interest, including the procedure you will follow in determining these areas of concern.

If confirmed, I would address any actual or potential conflicts of interest by applying the Code of Conduct for United States Judges, 28 U.S.C. § 455, and any other applicable ethical canons, rules, or authority.

25. **Pro Bono Work**: An ethical consideration under Canon 2 of the American Bar Association's Code of Professional Responsibility calls for "every lawyer, regardless of professional prominence or professional workload, to find some time to participate in serving the disadvantaged." Describe what you have done to fulfill these responsibilities, listing specific instances and the amount of time devoted to each.

Throughout my legal career, I have demonstrated a commitment to serving underprivileged, underrepresented, and disadvantaged people. As a practicing attorney, I regularly represented persons on a pro bono basis, spending at least 50 hours per year on pro bono matters. For example, I helped to prepare petitions under the Violence Against Women Act, which allows abused children, spouses, or parents of United States citizens or lawful permanent residents to petition for legal status in the United States without having to rely on an abusive family member to file on the abused person's behalf. I was

involved in litigation on behalf of the Prisoners' Rights Project, which advocates for humane and constitutional conditions in the New York City jails and State prisons. And I served as pro bono counsel to represent the best interests of children who were allegedly abused and neglected.

As a judicial officer, I have been focused on access to justice issues through numerous court committees and projects.

26. **Selection Process:**

- a. Please describe your experience in the entire judicial selection process, from beginning to end (including the circumstances which led to your nomination and the interviews in which you participated). Is there a selection commission in your jurisdiction to recommend candidates for nomination to the federal courts? If so, please include that process in your description, as well as whether the commission recommended your nomination. List the dates of all interviews or communications you had with the White House staff or the Justice Department regarding this nomination. Do not include any contacts with Federal Bureau of Investigation personnel concerning your nomination.

On April 16, 2022, Senator Thomas Carper contacted me to request a meeting to discuss the vacancy on the United States Court of Appeals for the Third Circuit in Delaware. On April 20, 2022, I met with Senator Carper. On May 9, 2022, I was notified by an attorney from the White House Counsel's Office that I had been recommended as a potential candidate for a vacancy on the United States Court of Appeals for the Third Circuit. I interviewed with that office on May 10, 2022. Since that date, I have been in contact with officials from the Office of Legal Policy at the Department of Justice. On June 29, 2022, the President announced his intent to nominate me.

- b. Has anyone involved in the process of selecting you as a judicial nominee discussed with you any currently pending or specific case, legal issue or question in a manner that could reasonably be interpreted as seeking any express or implied assurances concerning your position on such case, issue, or question? If so, explain fully.

No.