



# EXHIBIT A

## COOCH AND TAYLOR P.A.

EDWARD W. COOCH JR.  
1920-2010

DONALD C. TAYLOR  
1930-2005

C. SCOTT REESE  
BLAKE A. BENNETT  
JAMES W. SEMPLE  
R. BRUCE MCNEW  
R. GRANT DICK IV  
JEFFREY S. GODDESS  
CARMELLA P. KEENER  
DEAN ROLAND

ATTORNEYS AT LAW

THE NEMOURS BUILDING  
1007 NORTH ORANGE ST.  
SUITE 1120  
P. O. BOX 1680  
WILMINGTON, DE 19899-1680

WWW.COOCHTAYLOR.COM

T 302.984.3800  
F 302.984.3939

KEVIN D. LEVITSKY

### THE FIRM

Cooch and Taylor, one of Wilmington's oldest and most respected law firms, was founded in 1960 by Edward W. Cooch, Jr. and Donald C. Taylor. Today it maintains a growing practice specializing in civil litigation. Its diverse practice serves the local community as well as national entities.

Cooch and Taylor's Mission Statement best describes its overall approach to the practice of law:

To provide prompt and competent legal services to the Firm's clients in a professional manner in keeping with the highest standards of the legal profession at a cost that is fair both to the clients and to the lawyers and staff of the Firm.

To maintain a working environment for the lawyers and staff of the Firm which will enable and encourage each individual to mature and grow both as a professional and as an individual.

To encourage lawyers and staff to actively participate in professional and civic activities which will improve the competency, ethics and efficiency of the legal profession and the quality of life for all people.

The Firm has an established reputation for outstanding client service and an unrivaled work environment.

## **PRACTICE AREAS**

### **Litigation**

The professionals in Cooch and Taylor's Litigation Department have years of experience in the prosecution and defense of civil litigation. They regularly represent institutional and individual investors, national corporate clients, and local businesses in the full range of litigation in the Delaware courts. The Firm frequently relies upon its unique resources and experience in prosecuting class action and shareholder derivative actions in the Court of Chancery, the Delaware Supreme Court, and the District Court of Delaware.

### **Business and Commercial Bankruptcy**

Cooch and Taylor's Business and Commercial Bankruptcy practice has evolved and expanded during the last thirty years from primarily the representation of liquidating trustees to include broad involvement in a significant number of large Chapter 11 cases filed in the District of Delaware. While handling sophisticated matters, the Firm's bankruptcy attorneys pride themselves on providing personalized service to all their individual and corporate clients.

The practice has benefited from the leadership, knowledge and experience of Jeoffrey L. Burtch, who previously lead the department and served as a panel Chapter 7 trustee for over 15 years. Through its representation of Mr. Burtch, as well as other trustees and plan administrators, the department developed expertise in handling liquidation proceedings and many reorganizational and other commercial issues.

The bankruptcy attorneys also represent a broad array of creditors in Chapter 11 cases including secured and unsecured creditors, trade creditors, landlords, equipment lessors, governmental entities and others. They also represent parties in multiple types of bankruptcy litigation matters before the United States Bankruptcy Court, the United States District Court and the Third Circuit Court of Appeals. They have been involved in thousands of preference and fraudulent conveyance actions. Through these representations, the department has become adept at handling liquidation proceedings as well as reorganizational and other commercial, transactional and litigation issues.

In addition to the direct representation of clients, the department also provides Delaware local counsel services for out-of-state lawyers.

# **ATTORNEYS**

**BLAKE A. BENNETT**

**Director**

## **EDUCATION**

University of Delaware, B.A., 2001

Thomas Jefferson University Medical College, 2002-2004

Widener University School of Law, J.D., 2008, (Delaware Journal of Corporate Law, Moot Court Honor Society, Order of Barristers)

## **ADMISSIONS**

Delaware, 2008

U.S. District Court for the District of Delaware, 2009

## **MEMBERSHIPS**

American Bar Association

Delaware State Bar Association

Rodney Inn of Court

## **PROFESSIONAL EXPERIENCE**

Mr. Bennett focuses his practice primarily on litigating corporate governance matters, regularly representing institutions and individuals in class and derivative actions. He has significant experience representing shareholders in Delaware's Court of Chancery, the United States District Court for the District of Delaware, and Delaware's Supreme Court.

In addition to appearing before all of Delaware's trial courts, Mr. Bennett has successfully briefed and/or argued several appeals before the Delaware Supreme Court. Prior to joining Cooch and Taylor, Mr. Bennett completed a one year clerkship for Chief Justice Myron T. Steele of the Delaware Supreme Court.

## **REPRESENTATIVE ACTIONS**

*Professional Investigating and Consulting Agency, dba PICA, v. Hewlett Packard Company*, Superior Court of Delaware Complex Commercial Litigation Division: Successfully represented brand protection and supply chain management company in claim against HP for trade secret misappropriation, breach of the implied covenant of good faith and fair dealing, and defamation. After a three week trial, the jury awarded \$6,518,000 in damages, and the trial judge also awarded over \$1,000,000 in attorneys' fees.

*JVSW LLC v. Saladworks LLC et al.*, Delaware Court of Chancery and United States Bankruptcy Court for the District of Delaware: Successfully represented majority owner in dispute concerning breach of contract, breach of fiduciary duty, and unjust enrichment.

*Ponzio, et al. v. Preston, et al.*, Delaware Court of Chancery: Successfully represented minority stockholders in claim against Velcera Inc.'s board of directors for breach of fiduciary duty by illegally transferring more than 80% of Velcera's equity to certain investors without informing the public shareholders and then selling the company. Pursuant to the original terms of the merger, holders of the type of shares held by Plaintiffs and the members of the settlement class were to receive between \$3.4 million and \$4.9 million of the purchase price. As part of a settlement, those stockholders received another \$3,850,000.

*AJZN Inc. v. Donald Yu, et al.*, United States District Court for the District of Delaware: Successfully represented warrant holder in breach of fiduciary duty and unjust enrichment claims. After a three day bench trial, the parties reached a settlement agreement.

*Hurwitz v. Mullins, et al.*, United States District Court for the District of Delaware: Successfully represented LRR Energy L.P. unitholders in lengthy litigation concerning the acquisition of LRR Energy L.P. by Vanguard Natural Resources LLC in 2015. After surviving several dispositive motions and a navigating a complicated bankruptcy of Vanguard, the case settled with the creation of an \$8,000,000 settlement fund for the unitholders.

*Steve v. Williams, et al.*, Delaware Court of Chancery: Successfully represented former stockholders of Miramar Labs Inc. in challenging the acquisition of Miramar by Sientra Inc. Through Plaintiff's efforts, the case settled with the creation of a \$410,000 settlement fund. That amount represented a 100% increase over the amount the Miramar shareholders were to receive through the transaction.

*Riche v. Pappas, et al.*, Delaware Court of Chancery: Delaware Counsel in class action for breach of fiduciary duties to shareholders against the target board and activist investors relating to a proposed merger of a publicly traded geothermal company. Settlement consisted of \$6.5 million common fund, which represented a significant 7.7% premium to the \$84 million adjusted enterprise value of the merger to the non-defendants shareholders/class members.

*Irving Firemen's Relief and Retirement Fund v. Page, et al.*, Delaware Counsel in Derivative action against the directors of Google's parent company Alphabet. Settlement led to the creation of a \$310 million diversity, equity, and inclusion fund relating to the company's alleged mishandling of sexual harassment allegations against senior executives and the company's alleged overall culture of sexual discrimination and harassment.

**R. GRANT DICK IV**  
**Director**

**EDUCATION**

Virginia Tech, B.S., 2004

University of Richmond, T.C. Williams School of Law, J.D., 2007

**ADMISSIONS**

New Jersey, 2007

Delaware, 2008

**PROFESSIONAL EXPERIENCE**

Mr. Dick focuses his practice primarily on commercial bankruptcy matters, including general bankruptcy litigation, claims issues, and seeking relief from the automatic stay. He serves as lead counsel in several corporate Chapter 7 cases and has significant experience prosecuting and defending preferences/avoidance actions.

**JEFFREY S. GODDESS**  
**Director**

## **EDUCATION**

Brown University, B.A. 1967  
University of Chicago, J.D. 1971

## **ADMISSIONS**

Delaware, 1971

## **MEMBERSHIPS**

Delaware Trial Lawyers Association (Past Board Member)  
Delaware State Bar Association (Past Chair of Administration of Justice Committee)

## **PROFESSIONAL EXPERIENCE**

Jeff Goddess has been a trial attorney in Delaware throughout his career. This has all been in private practice except for a period (1977-81) when he was the City Solicitor for the City of Wilmington.

His practice is almost exclusively trial work, involving both jury and bench trials concerning contract, business and intra-entity disputes, trust disputes, as well as casualty matters and occasional related insurance coverage disputes.

Jeff also serves as local, liaison counsel in both individual and class action proceedings where his extensive trial experience can be of benefit to out-of-town lead counsel.

## **CARMELLA P. KEENER**

### **ADMISSIONS**

Delaware, 1990

Delaware District Court, 1990

Third Circuit Court of Appeals

### **MEMBERSHIPS**

Delaware State Bar Association Combined Campaign for Justice, New Castle County Co-Chairperson (2006-2014); General Co-Chair (2015-2016); Lead Chair (2017)

Delaware State Bar Association Executive Committee (2008-2009)

### **PROFESSIONAL EXPERIENCE**

Carmella Keener began her legal career as a judicial law clerk in the Delaware Superior Court, managing complex construction claim and complex insurance coverage litigations for three judges. Since 1991, she has focused her practice in corporate and commercial litigation, representing stockholders in class and derivative litigations pending before the Delaware Court of Chancery. She has also served as Delaware counsel in admiralty and class actions before the Delaware District Court. Since 1991, she has represented a number of insurance companies in insurance coverage disputes in the Delaware Superior Court, including in the Complex Commercial Litigation Division.

Carmella has served on the e-Filing Subcommittee to the Court of Chancery Rules Committee, has served as a New Castle County Co-Chairperson for the Delaware State Bar Association's Combined Campaign for Justice, and is a past member of the Executive Committee of the Delaware State Bar Association.

Carmella's recent successes in cases where she had a significant role include:

- A \$16.25 million settlement of a derivative litigation alleging *Brophy* claims
- Summary judgment on behalf of an insurer in a complex insurance coverage case, which was affirmed on appeal to the Delaware Supreme Courts
- Jury verdict on behalf of insurer on complex insurance coverage claim, affirmed on appeal to the Delaware Supreme Court
- Multi-million dollar settlement of a derivative litigation with an immediate distribution of the net proceeds to the shareholders
- A \$52 million settlement of a class action on behalf of minority shareholders on the eve of trial on fiduciary duty claims in connection with a merger
- Settlement of claims after trial on behalf of minority shareholders cashed out for nominal consideration in a going-private transaction, which settlement resulted in gross additional consideration worth 6.7 times more than the original consideration
- Representing the indenture trustee of a bondholders committee and achieving on behalf of the committee partial summary judgment regarding issues of default under the indenture
- Summary judgment on behalf of insurance companies in coverage litigation regarding insurers' obligation to pay tobacco-related illness and death claims

**KEVIN D. LEVITSKY**  
**Associate**

**EDUCATION**

Gettysburg College, B.A. Political Science (2019)  
Widener University-Delaware Law School (2022)

**ADMISSIONS**

Delaware, 2023  
Pennsylvania, 2023

**MEMBERSHIPS**

Young Lawyers Society  
Delaware State Bar Association  
Pennsylvania Bar Association  
Rodney S. Inns of the Court

**PROFESSIONAL EXPERIENCE**

Mr. Levitsky interned for the Honorable Ferris W. Wharton at the Delaware Superior Court before joining the Attorney General's office as Deputy Attorney General in the Consumer Protection Unit; represented the Attorney General in a custodial petition in the Court of Chancery regarding an abandoned non-profit corporation; enforced the Delaware Consumer Fraud and Deceptive Trade Practices Act; initiated cannabis regulations and enforcement as it relates to representations made to consumers; facilitated multistate antitrust investigations; acted as the Delaware representative for the Class Action Fairness Act; aided in drafting settlement documents; issued subpoenas, and drafted complaints.

**R. BRUCE MCNEW**  
**Director**

## **EDUCATION**

University of Virginia B.A., 1975 with Distinction Economics and Political Science  
Marshal-Wythe School of Law, College of William and Mary, J.D., 1979

## **ADMISSIONS**

Delaware, 1979  
Pennsylvania, 1984  
California, 1990

## **PERSONAL AND COMMUNITY ACTIVITIES**

Office of Child Advocate, Volunteer  
Kennett Area YMCA, Past Board Member  
Delaware Center for Horticulture, Past Board Member

## **PROFESSIONAL EXPERIENCE**

Bruce McNew was admitted to practice in Delaware in 1979 and subsequently was admitted in Pennsylvania and California. His practice focusses on litigation representing the rights of investors and on other complex commercial disputes in state and federal courts nationwide, including in the Delaware Court of Chancery. Bruce regularly represents plaintiffs in class actions and derivative suits. He has also represented plaintiffs in other complex litigations in the areas of securities law, environmental law, insurance law and labor law. In his career, Bruce has conducted jury and non-jury trials, arbitrations and handled appeals in various states, including before the Delaware Supreme Court, and in Federal Courts of Appeal. Bruce has been involved in cases resulting in the recovery of hundreds of millions of dollars for investors.

Bruce is a 1979 graduate of the Marshall Wythe School of Law, the College of William and Mary, where he served as Research Editor of the Law Review, and a 1975 graduate of The University of Virginia where he graduated with distinction. Prior to joining the Firm, Bruce had been a partner in several firms, as well as a sole practitioner. He began his career clerking for the Honorable John J. McNeilly, Justice of the Supreme Court of Delaware and as an associate at a major Delaware firm . He is admitted to practice in the States of Delaware, Pennsylvania and California, the Federal District Courts for the District of Delaware, the Eastern District of Pennsylvania and the Northern, Central, Eastern and Southern Districts of California, the United States Court of Appeals for the Third, Tenth and Eleventh Circuits and the Supreme Court of the United States.

Bruce is currently lead counsel in actions for breach of fiduciary duty in the Court of Chancery relating to going private transactions, a self-tender, and appraisal rights and in an action in the Superior Court of California challenging a Reverse Stock Split and going private plan. He also appears in the Delaware Superior Court. He has successfully tried actions seeking books and records before the Court of Chancery. Bruce's concluded engagements have included:

- Lead counsel in *Buttonwood Tree Value Partners LP v. Smith*, C.A. No. 08-CV-2963 (Circuit Ct. Wisconsin 2010), resulting in a recovery valued at \$54 million.
- Sole Derivative counsel in the trial of *Hollinger Int'l Inc. v. Black*, 844 A.2d 1022 (Del. Ch. 2004) which resulted in recovery of \$50 million.
- Sole counsel to shareholders in *Franklin Balance Sheet Investment Fund v. Crowley*, 2007 WL2495018 (Del. Ch. 2007), which resulted in a benefit to minority shareholders of \$37.25 million.
- Co-lead counsel to shareholders in *In re Best Lock Corp. Shareholder Litigation*, 845 A.2d 1057 (Del. Ch. 2001) which resulted in a recovery in excess of \$60 million.
- Co-lead counsel in *In re Pure Resources Inc., Shareholders Litigation*, 808 A.2d 421 (Del. Ch. 2002) resulting in a judgment requiring additional material disclosures to shareholders.
- Lead Counsel in *Kathryn Casey, et al. v. George G. Brennan, et al.*, Consol. Docket No. UNN-C-180-97 (Superior Ct., NJ), resulting in a judgment of approximately \$12.5 million on behalf of minority stockholders who were subjected to a freeze out merger.
- Lead trial counsel in *Glassman v. UNOCAL Exploration Corp.*, 777 A.2d 242 (Del. Supr. 2001), which was immediately recognized as resolving significant issues of Delaware Corporate law and continues to have a substantial impact on mergers and acquisitions practices.

**C. SCOTT REESE**  
**Director**

**EDUCATION**

Colgate University, B.A., 1978  
Widener University School of Law, J.D., 1981

**ADMISSIONS**

Delaware, 1981  
U.S. District Court for the District of Delaware, 1981  
Supreme Court of Delaware, 1981  
U.S. Court of Appeals for the Third Circuit, 1981

**MEMBERSHIPS**

American Bar Association  
Delaware Bar Association  
Defense Research Institute  
Defense Counsel Of Delaware

**PROFESSIONAL EXPERIENCE**

ASBESTOS LITIGATION - Lead counsel in Delaware representing manufacturers of numerous products such as insulation, textiles and equipment. Responsibilities include case management, discovery, depositions and trials from 1983 to present.

ASBESTOS LITIGATION - Trial counsel in Baltimore, Maryland, for 26 consolidated cases referred to as the ABATE mini-trial.

CONSTRUCTION LITIGATION - Counsel in Delaware for large developer of Bethany Beach resort. Condominium council brought claims against developer, supplier and architects;

Counsel for condominium complex council against developer and builder of condominium complex in Wilmington, Delaware.

Approximately 20 trials, most lasting more than 2 weeks - 2 months.

<b>Date</b>	<b>Case Name</b>	<b>Length of Trial</b>	<b>Result</b>	<b>Judge</b>
1983	MacGuigen v. GM	3 Days	Verdict	Stiftel
1987	George v. RM	10 Weeks	Verdict	Taylor
1988	Temple v. RM	3 Weeks	Verdict	Taylor
1988	Temple v. RM	4 Weeks	Verdict	Taylor
1989	Farrell v. Celotex	8 Weeks	Verdict	Taylor

1990	Freeman v. Condominium Council	4 Weeks	Verdict	Del Pesco
1995	Smoot v. QBW	10 Days	Verdict	Babiarz
1996	Kempe v. Electrolux <sup>1</sup>	2 2 Weeks	Verdict	Schwartz
1996	Ely v. Lenscrafters	2 2 Weeks	Verdict	Bifferato
1998	Dorset v. Stoltz	3 Weeks	Settled	Del Pesco
1999	Francine v. Stoltz	1 Day	Verdict	Lucas
1999	Lucas v. Christiana Skating	1 Week	Verdict	Bifferato
1999	Hibble v. Mack	3 Weeks	Settled	Herlihy
1999	Lingafelt v. Ryder	2 Weeks	Verdict	Bifferato
1999	Stoltz v. Leslie Orr	2 Weeks	Settled	Babiarz
1999	Edwards v. Ryder	3 Days	Verdict	Alford
2000	Ellinger v. AC and S <sup>2</sup>	6 Weeks	Verdict	Murdock
2000	Hollis v. PCC	5 Weeks	Verdict	Babiarz
2002	Parish v. Ryder	2 Days	Verdict	Herlihy
2003	State v. Wellington	1 Week	Mistrial	Vaughn
2004	State v. Wellington	8 Weeks	Verdict	Vaughn
2006	Shreiner v. Pneumo Abex	2 Weeks	Settled	Slights

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<sup>1</sup>U.S.D.C., Delaware

<sup>2</sup>Baltimore County, Maryland

**DEAN R. ROLAND**  
**Director**

**EDUCATION**

University of North Carolina Asheville, 2014  
Widener University Delaware Law School, J.D., 2017, cum laude

**ADMISSIONS**

Delaware, 2017

**MEMBERSHIPS**

Delaware State Bar Association

**PROFESSIONAL EXPERIENCE**

Mr. Roland concentrates his practice in the area of general litigation, representing individuals in matters related to:

- Corporate Litigation
- Commercial Litigation
- Toxic Tort Litigation
- Personal Injury Litigation
- Construction Litigation

Prior to joining Cooch and Taylor, Mr. Roland served as an intern for the Honorable Paul R. Wallace at the Delaware Superior Court. Mr. Roland also served as an intern for the Honorable Robert H. Surles at the Delaware Court of Common Pleas. Mr. Roland acted as a law clerk at Cooch and Taylor before being admitted to the Delaware Bar. Prior to beginning law school, Mr. Roland served as a team captain on the University of North Carolina Asheville's Division I Baseball Team.

**JAMES W. SEMPLE**  
**Director**

**EDUCATION:**

Villanova University School of Law, J.D.  
St. Joseph University, B.A.

**ADMISSIONS:**

Delaware, 1974  
District of Columbia  
United States District Court, District of Delaware  
U.S. Court of Appeals, Third Circuit

**MEMBERSHIPS:**

Supreme Court of the State of Delaware, Board of Bar Examiners, Past Member; Board on Professional Responsibility, Past Member  
Supreme Court of the State of Delaware  
Superior Court of the State of Delaware, New Castle County, Liaison Counsel  
District of Columbia Bar Association  
American Bar Association  
The American Board of Trial Advocates, Delaware Chapter, Charter Member  
Federation of Defense and Corporate Counsel  
Delaware State Bar Association, Former Member of Executive Committee; Founding Chair of Torts and Insurance Practice Section  
Defense Counsel of Delaware, Founding President

**PROFESSIONAL EXPERIENCE:**

Mr. Semple has more than 35 years of experience assessing and resolving complex business disputes in a broad range of contexts. As a charter member of the Delaware Chapter of the American Board of Trial Advocates, and an ABA-trained mediator for the Delaware Superior Court, Jim has tried, mediated, arbitrated, and advocated in hundreds of legal and alternative dispute resolution proceedings.

He has represented clients in jury and bench trials in virtually every type of business dispute before the Federal District Court, the Delaware Superior Court, the Delaware Supreme Court and the Court of Chancery. He represents clients ranging from individuals to Fortune 50 corporations in major complex commercial litigation cases, contract disputes, advancement disputes, employment and non-compete agreement disputes, complex tort cases, and complex insurance coverage actions.

**Current Representations:**

Lead counsel for an insurer on a claim by an insured who was a licensee of a software licensor who had breached the license agreement and whose continued unauthorized use of the software was a copyright infringement. Obtained summary judgment for the insurer because the claims, under a claims first made policy, related to wrongful acts that took place prior to the policy's inception, and because the insured did not disclose prior identical claims with the licensor when it applied for the policy. Argued and won the appeal to the Delaware Supreme Court.

Delaware counsel to a non-Delaware law firm in defending claims asserted by a former bankruptcy trustee also appointed as the trustee of an estate litigation trust and a private actions trust arising from the failure of a real estate investment entity

Delaware counsel to an excess fidelity bond and director and officers' liability insurer of a fund sued for losses arising from the Madoff fraud.

Delaware counsel to an excess liability insurer of companies sued for asbestos liabilities.

Delaware counsel to an excess liability insurer in a Delaware declaratory judgment action where a principal issue is whether the more than \$150 million in settlement amounts arising from state statutory claims constitute a penalty within the definition of Loss under the policy.

Delaware counsel to a large company sued by foreign plaintiffs for birth defects to their children arising from allegedly improper use of pesticides in a foreign country.