

BAR & COURT ADMISSIONS

- » Delaware, 1998
- » United States District Court for the District of Delaware

PRACTICE AREAS

- » Corporation Law - Counseling and Governance
- » Mergers, Acquisitions and Divestitures

NEWS & PUBLICATIONS

- » Potter Anderson & Corroon Represents Board of NRG Energy, Inc. in Successful Election Contest
- » Potter Anderson Serves as Delaware Counsel in HireRight/US Investigations Services Merger
- » Closing Adjustment Provisions in M&A Transactions: Avoiding Common Disputes
- » Recent Developments in Delaware Corporate Law
- » *In re John Q. Hammons Hotels, Inc.:* A New Roadmap for Conflict Transactions?
- » Recent Developments in Delaware Corporate Law
- » An M&A Lawyer's Guide to the DGCL Amendments
- » Negotiate With Care: Recent Delaware Developments Relating to Indemnification and Advancement
- » The Metropolitan Corporate Counsel Interview: The Last Word on Disclosure of



Michael K. Reilly

Partner

TEL: (302) 984-6181

FAX: (302) 778-6181

mreilly@potteranderson.com

Mr. Reilly is a partner in the firm's Corporate Group and his practice involves counseling Delaware corporations on corporate law and governance issues arising in both routine operations and extraordinary transactions. He counsels Delaware corporations in connection with transactions such as mergers and acquisitions, recapitalizations, reorganizations, asset sales, dividends, stock repurchases, charter and bylaw amendments, preferred stock designations and dissolutions. Mr. Reilly advises directors, officers and board committees with respect to their fiduciary duties under Delaware law and provides written legal opinions regarding all aspects of the General Corporation Law of the State of Delaware and the governance of Delaware corporations.

Mr. Reilly has authored a number of published articles on a broad range of corporate issues. Recent publications include "Closing Adjustment Provisions in M&A Transactions: Avoiding Common Disputes" published in *Deal Points*: The Newsletter of the Committee on Mergers and Acquisitions of the Business Law Section of the American Bar Association, "Recent Developments in Delaware Corporate Law," presented at the 22nd Annual Corporate Law Institute at Tulane University Law School in New Orleans, Louisiana on April 15-16, 2010, "*In re John Q. Hammons Hotels, Inc.:* A New Roadmap for Conflict Transactions?" published in *Deal Points*, "An M&A Lawyer's Guide to the DGCL Amendments," published in *Deal Points*, "Negotiate With Care: Recent Delaware Developments Relating to Indemnification and Advancement," published in *Deal Points*, and "Rethinking the *Blasius* Standard of Review: The Implications of *Mercier v. Inter-Tel (Delaware), Inc.*," first presented at the 20th Annual Corporate Law Institute at Tulane University Law School.

In addition, Mr. Reilly has served as a speaker on Delaware corporate law issues in a number of forums, including continuing legal education programs.

Education

- Cornell Law School, J.D., 1998; *Cornell Law Review*, 1996-98
- Villanova University, B.A., *summa cum laude*, 1995; Phi Beta Kappa; Phi Kappa Phi; Pi Sigma Alpha; Phi Alpha Theta

Projections Under Delaware Law

- » The Disclosure of Projections Under Delaware Law
- » Rethinking The Blasius Standard of Review: The Implications of *Mercier v. Inter-Tel (Delaware), Inc.*
- » Special Committees: A Primer
- » The Practice Corner: Special Committees
- » Buyer Beware: The Fiduciary Duties of a Buyer's Board
- » Delaware Court of Chancery Delays Vote on CVS/Caremark Merger
- » Recent Developments in Delaware Corporate Law - 2006
- » PNB Holding: "Majority-of-the-Minority" Clarified
- » A Ripple or a Wave: Hedge Fund Litigation in Delaware
- » Disney for Deal Lawyers
- » Court of Chancery Issues Significant Decision on Special Committee Process
- » Clarity or Confusion: The 2005 Amendment To Section 271 of the Delaware General Corporation Law
- » A Note of Caution: Adopting a Rights Plan Against a Controlling Stockholder
- » The Role of Delaware Counsel in Responding to Shareholder Proposals
- » Stockholder Voting and

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Representative Matters

Mr. Reilly has advised on a number of recent transactions, including the representation of the board of directors of NRG Energy in connection with Exelon's unsolicited tender offer, Liberty Media Corporation in connection with the combination of DirectTV and Liberty Entertainment, Green Courte Partners in connection with its acquisition of American Land Lease, Liberty Media in connection with a transaction involving Sirius XM Radio, Liberty Media in connection with the proposed merger of Live Nation and Ticketmaster Entertainment, USIS in connection with its acquisition by HireRight, Visa International in connection with its restructuring and IPO, T-Mobile in connection with its acquisition of SunCom Wireless, IntercontinentalExchange in connection with its bid for The Chicago Board of Trade, Morgan Stanley in connection with its spin-off of Discover Financial Services, Walter Industries, Inc. in connection with the IPO of Mueller Water Products, Inc., Cadbury Schweppes in its acquisition of the Dr. Pepper/Seven Up Bottling Group and iFilm in its acquisition by Viacom.

Professional Activities

- Delaware State Bar Association
- American Bar Association; Member, The Committee on Mergers and Acquisitions, Business Law Section; Editor, *Deal Points*, The Newsletter of the Committee on Mergers and Acquisitions, Business Law Section

Subsidiary Asset Sales After
Hollinger

» Jones Apparel: Eliminating
Board Discretion by Charter
Provision

» The Post-Agreement Market
Check Revisited

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