Implementation of a Forum Selection Bylaw

As we wrote in our memo yesterday, the Delaware Court of Chancery has held that directors of a Delaware corporation may validly adopt a forum selection bylaw as a potential solution to the duplicative shareholder litigation epidemic about which we have written previously. We recommend that the boards of directors of all Delaware companies carefully consider whether to adopt a forum selection bylaw. Attached are materials that Delaware companies may wish to use in connection with this consideration, including our recommended text for a forum selection provision, a memo describing the background and purpose of forum selection provisions and a form of board resolutions for implementing such a provision.

Theodore N. Mirvis        William Savitt
Andrew R. Brownstein      Gordon S. Moodie
David M. Silk              Ryan A. McLeod

Marshall P. Shaffer