

Implementation of a Forum Selection Bylaw

Theodore N. Mirvis, William Savitt,
Andrew R. Brownstein, Gordon S. Moodie,
David M. Silk, Ryan A. McLeod
& Marshall P. Shaffer

Wachtell, Lipton, Rosen & Katz

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.

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