

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
KEY WEST DIVISION  
**IN ADMIRALTY**

JTR ENTERPRISES, LLC,  
Plaintiff,

vs.

CASE NO. 4:11-CV-10074-JLK

AN UNKNOWN QUANTITY, etc.

*In Rem* Defendant.

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**AFFIDAVIT OF WILLIAM B. CHANDLER III**

**William B. Chandler III**, being duly sworn according to law, does hereby depose and state as follows:

1. My name is William B. Chandler III. I am a member of the law firm Wilson Sonsini Goodrich & Rosati, P.C., which I joined on June 18, 2011, with my office located at 222 Delaware Avenue, Suite 800, Wilmington, Delaware 19801. I am admitted to the bar of the Supreme Court of the State of Delaware. Before joining Wilson Sonsini Goodrich & Rosati, I served as Chancellor, or chief judge, of the Court of Chancery of the State of Delaware from 1997 until June 17, 2011, and I was a Vice Chancellor on that Court from 1989 through 1997. Before my tenure on the Court of Chancery, I served as Resident Judge of the Superior Court of the State of Delaware from 1985 to 1989. Earlier in my career, I worked in private practice with a Delaware law firm, served as Legal Counsel to the Governor of Delaware, and taught as an Assistant Professor at the University of Alabama School of Law. I have also taught corporate law courses as an Adjunct Professor at law schools at Washington University, Seattle University, Ohio State University, the University of Georgia, Vanderbilt University, the University of

Nevada, Las Vegas, and the University of Chicago. Except where otherwise stated, the facts contained in this affidavit are based on my personal knowledge and, if called to testify, I could and would testify competently to such facts.

2. During my 26-year judicial career, I presided over hundreds of cases, mostly involving matters of Delaware corporate and contract law. Members of the Delaware bar who practice corporate law and who actively litigate such matters in the Delaware Court of Chancery and the Supreme Court comprise a relatively small group of attorneys. As a consequence, these lawyers are “repeat players” who appear regularly before the Chancellors and Justices.

3. Accordingly, there were numerous occasions when I presided over hearings and trials in which Bruce Silverstein, as well as other attorneys in his law firm (Young Conaway Stargatt & Taylor), appeared as counsel for a particular party - either the stockholder plaintiff, the corporate defendant, or a nominal defendant (such as the corporation in a derivative action). In every instance, Mr. Silverstein impressed me as a talented and extremely capable attorney who consistently met or exceeded the highest standards of the legal profession. Mr. Silverstein invariably displayed not only technical expertise as a corporate litigator, but he also exhibited the highest levels of professionalism, courtesy, and candor as an officer of the court.

4. To cite just two examples, Mr. Silverstein appeared as lead counsel for the stockholder plaintiff in *In re Best Lock Corp. Stockholder Litig.*, 845 A.2d 1057 (Del. Ch. 2001) and as lead defense counsel in *In re Hanover Direct Stockholders Litig.*, 2010 WL 3959399 (Del. Ch. Sept. 24, 2010). These cases are representative of the types of complex, corporate litigation that the Delaware Court of Chancery regularly adjudicates. The Court of Chancery’s reputation and its ability to handle such cases smoothly and expeditiously depends on the quality and character of the attorneys that regularly practice before it. In these proceedings, and in every

other proceeding before me in which he participated, Mr. Silverstein was always a diligent and well-prepared advocate who invariably displayed the utmost respect, courtesy, and candor towards the Court and towards opposing counsel. At all times, I found him to be a zealous advocate for his clients, but one in whose representations to the Court I had every confidence.

5. Finally, I have no social or community connections of any kind with Mr. Silverstein or his family. Our association is strictly on a professional basis. I did serve, however, as a reference for Mr. Silverstein when his name was proposed as a candidate for appointment to the Court of Chancery in 1997.

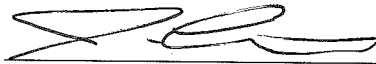
  
William B. Chandler III

STATE OF WILMINGTON

SS.

COUNTY OF NEW CASTLE

This 30<sup>th</sup> day of September, 2014, personally appeared before me, a Notary Public for the State of Delaware, New Castle County, William B. Chandler III, who, by me first being sworn, deposed and said that the facts set forth in the foregoing affidavit are true and correct to the best of his knowledge and belief.



Notary Public

My commission expires on NA

Ian R. Liston (DE I.D. No. 5507)  
Delaware Attorney with power  
to act as notary public per  
29 Del. C. § 4332(a)(3)