

Eric S. Waxman, Esq.

Eric Waxman has over three decades of legal experience, having recently retired after 32 years at Skadden, Arps, Slate, Meagher & Flom. Mr. Waxman has advised numerous corporations and their boards of directors on issues involving corporate governance, executive compensation, fiduciary duties and the federal securities laws. Mr. Waxman has also represented directors serving on board special committees in a variety of circumstances.

While a partner at Skadden, Arps, Mr. Waxman's broad commercial litigation practice included representing corporations, directors and officers in numerous class actions for violations of the federal securities and breach of fiduciary duty, with an extensive focus on litigation arising out of mergers and acquisitions. Mr. Waxman has also represented companies whose marketing practices have been the subject of multistate investigations by attorneys general as well as challenges by private litigants in class actions. Mr. Waxman has also represented both plaintiffs and defendants in various commercial disputes including contract intellectual property issues.

As a partner at Skadden, Arps Mr. Waxman's clients included Occidental Petroleum; Westfield America, Inc.; Oakley, Inc.; Valeant Pharmaceuticals; Nationwide Health Properties, Inc.; First California Financial Group; 99¢ Only Stores; Apollo Group, Inc.; TCW Asset Management Company; Freedom Communications, Inc.; United Online; Wells Fargo; Morgan Stanley, Inc.; Leonard Green & Partners, L.P.; TPG, Inc.

Mr. Waxman has been recognized as a "leading lawyer" by *Chambers USA: America's Leading Lawyers for Business* and selected for inclusion in *The Best Lawyers in America*. He was also named among the top 40 "Most Influential M&A Advisors" in Los Angeles by the *Los Angeles Business Journal*.

Mr. Waxman has lectured and published in the areas of corporate governance, securities litigation and derivative actions. Mr. Waxman was the co-chair of the CLE International Corporate Governance Program, for which he has written an article entitled "Standards of Liability for Directors in Special Circumstances." Mr. Waxman was also a member of the editorial board for West's Securities Litigation Report and has published articles on topics related to securities class actions and derivative claims.

Publications

Author, "The Cleansing Power of a Fully Informed Shareholder Vote," *Wall Street Lawyer* (December 2015)

Author, "Delaware Myths Debunked: Takeaways from the Delaware Supreme Court's RBC Decision," *Los Angeles Daily Journal*, (December 2015)

Author, "Delaware Decision Bolsters Protections for Majority Shareholders," *Los Angeles Daily Journal*, (December 2015)

Co-Author, "Director Compensation--Grantor Beware," *Wall Street Lawyer* (October 2015)

Co-Author, "Anticipated Supreme Court Decision in *Halliburton Co. v. Erica P. John Fund* Has the Potential to Redefine the Landscape of Private Securities Class Actions," *Wall Street Lawyer* (January 2014)

Co-Author, "New Life For Forum Selection Bylaws," *Los Angeles Daily Journal* (July 8, 2013)

Eric S. Waxman, Esq.

Co-Author, “Securities Fraud Plaintiffs Need Not Prove Materiality at Class Certification Stage,” *Daily Journal* (March 7, 2013)

Co-Author, “Amgen’s Impact Remains to be Seen,” *Daily Journal* (March 7, 2013)

Co-Author, “Southern Peru: Debunking the Myth,” *Securities Litigation Report* (February 2012)

Co-Author, “Delaware Chancery Court Update: Recent Decisions Shed New Light on Stapled Financing Offered by Financial Advisors, Duties of Directors with Respect to Poison Pills,” *Securities Litigation Report* (April 2011)

Co-Author, “Arkansas Teacher: Standing & Derivative Claims under Delaware Law,” *Securities Litigation Report* (September 2010)

Co-Author, “One Size Fits Some? The Quandary of the SEC’s Proposed Rules for Shareholding Access — Commission Delays Passage Until Next Year Due to Heavy Volume of Comments,” *Securities Litigation Report* (November 2009)

Co-Author, “The Delaware Supreme Court Puts to Rest the Conflation of Bad Faith and Due Care Arising Out of *Ryan v. Lyondell Chemical Co.*,” *Securities Litigation Report* (May 2009)

Education

J.D., University of California, 1982
(Editor, *U.C. Davis Law Review*)

B.A., University of California, 1979
(*magna cum laude*)

Bar Admissions

California

Published Opinions

Pipefitters Local No 636 Defined Benefit Plan v. Oakley Inc
180 Cal. App. 4th 1542 (2010)

ICN Pharmaceuticals Inc. Securities Litigation
200 F. Supp. 2d 1055 (C.D. Cal. 2004)

Syncor International Corp. Securities Litigation
327 F. Supp. 2d 1149 (C.D. Cal. 2004)