

**Quick Contact**

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**SHAREHOLDER DERIVATIVE ACTIONS / OFFICER AND DIRECTOR DEFENSE**

**Broad Skill-Set Brought to Bear**

- We provide advice to boards of directors and special committees in connection with shareholder demands.
- We represent officers and directors charged with wrongdoing in shareholder demands and defend corporations and other entities subjected to derivative actions.
- Our clients come from a wide range of industries, including financial services, insurance, banking, telecommunications, technology, health care, nursing homes, computer services, and real estate.

Rogers & Hardin has assisted companies, boards of directors, and special committees in connection with corporate governance matters since it was founded. That includes advising and representing our clients with respect to shareholder derivative actions.

**APPLYING PRACTICAL EXPERIENCE**

Our attorneys have defended over a thousand securities-related matters, in state and federal courts nationwide. This extensive background in providing advice concerning responses to shareholder demands and defending against derivative actions gives us the know-how to handle matters efficiently and effectively. We handle cases in trial courts and have the depth of experience to take them through all appellate levels when necessary.

**FROM THE TRIAL COURT THROUGH APPEAL**

- **Client:** Our client was a major investor in a publicly held company defending against a derivative action.
- **Claims:** The plaintiffs asserted that the Board of Directors and management of the company had pursued a business strategy that ultimately caused the company to fail and caused the shareholders to lose their equity interest when the company filed for bankruptcy. The plaintiffs also claimed that our client violated its fiduciary duties as a de facto member of the Board and conspired with and participated in alleged breaches of fiduciary duty and fraud by the company's Board of Directors and management.
- **Result:** Our motion to dismiss was successful and upheld on appeal to the Eleventh Circuit Court of Appeals.



In addition, we obtained an award against the plaintiffs for all of our attorneys fees and were able to collect the full amount.