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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE
Case # CA 2312-N

ADRIAN Y. ZACHARIASEWYCZ,)
MARIA K. ZACHARIASEWYCZ :
 :
Plaintiffs :
(proceeding pro se) :
 :
V. :
 :
MORRIS, NICHOLS, ARSHT & TUNNELL,)
LLP, A Delaware Limited Liability :
Partnership, THE UNIVERSITY OF :
MICHIGAN LAW SCHOOL and REGENTS)
OF THE UNIVERSITY OF MICHIGAN, both :
Michigan corporations,)
LOUIS G. HERING, WILLIAM M. :
LAFFERTY, ANDY H. LIPPSTONE,)
ROGER D. SMITH, :
PATRICIA R. UHLENBROCK, and)
other unknown current or former :
employees of Morris, Nichols,)
Arsht & Tunnel, DAVID H. BAUM, :
EVAN H. CAMINKER, STEVEN P. CROLEY,)
ROBIN A. KAPLAN, SUSAN M. GUINDI, :
PETER HAMMER, CHARLOTTE H. JOHNSON,)
and other unknown current or :
former employees or students of the)
UNIVERSITY OF MICHIGAN system, or :
otherwise associated with it; all)
natural persons in their capacities :
as agents of their respective)
employers and in their individual :
capacities.)
 :
Defendants.)

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FIRST AMENDED COMPLAINT

1. The Plaintiffs (hereinafter Adrian Zack and Maria Zack) are citizens of Pennsylvania residing at 1425 Donna Avenue, Woodlyn, Pennsylvania.

2. The Defendant Morris, Nichols, Arsht & Tunnel (hereinafter MNAT) is a Delaware LLP residing at 1201 Market Street, Wilmington, Delaware; each Defendant current or former MNAT employee's last known address is in the state of Delaware, Pennsylvania, or a neighboring state (hereinafter collectively the MNAT Defendants).

3. Upon information and belief, the Defendants Regents of the University of Michigan (hereinafter the University) and The University of Michigan Law School (hereinafter the Law School) are each a Michigan corporation that resides in Ann Arbor, Michigan; each Defendant current or former University employee resides in the state of Michigan, New York or a neighboring state (hereinafter collectively the University of Michigan Defendants).

4. Plaintiff Adrian Zack matriculated at the Law School in September of 2001, and graduated in May of 2004 with a Juris Doctor.

5. During the months of May through July of 2003, Plaintiff Adrian Zack was employed as a summer associate at MNAT.

6. The causes of action arise in part out of the discharge from employment of Plaintiff by Defendant MNAT. The sequence of accrual of each cause of action is set forth in the following paragraphs.

FIRST CAUSE OF ACTION

ABUSIVE DISCHARGE

7. MNAT employees pursued the employment relationship with Adrian Zack, and perhaps even entered into the employment relationship in bad faith.

8. Upon information and belief, current or former MNAT employees attempted fraudulently to manipulate Mr. Zack's employment record to develop a basis for dismissal or not offering permanent employment. (Defendants Hering, Lafferty, Lippstone, Smith, Uhlenbrock, and potentially other as-yet unnamed Defendants).

9. On or about July 31, 2003, William Lafferty and Roger D. Smith dismissed Adrian Zack, had him escorted out of the building, and prohibited his contacting any MNAT employee other than William Lafferty. The grounds for the firing were both pretextual and maliciously timed about one week before the end of the internship period.

10. Defendants violated Plaintiff Adrian Zack's due process rights, as the firing decision had been made long prior to any meeting related to the grounds for the firing or any alleged incidents providing pretext.

11. The abusive discharge resulted in defamation of Plaintiff Adrian Zack.

SECOND CAUSE OF ACTION

**INTENTIONAL INTERFERENCE WITH PROSPECTIVE BUSINESS RELATIONS /
CIVIL CONSPIRACY**

12. As a rising 3L student at the Law School, which ultimately places a significant portion of its students with private law firms following graduation, Plaintiff Adrian Zack had a valid business expectancy of securing a position with a law firm, or other professional services firm hiring law school graduates, subsequent to graduation.

13. All Defendants were aware of this expectancy.

MNAT DEFENDANTS

14. Upon information and belief, MNAT employees intentionally or recklessly communicated the alleged circumstances of Adrian Zack's dismissal to at least one other major law firm in Delaware.

15. After the abusive dismissal, Defendant Lafferty continued to intentionally impede Adrian Zack's efforts to obtain employment by refusing Plaintiff an opportunity to clarify certain apparently false information in his employment record, by refusing to provide to him or to prospective employers samples of his work product while at MNAT, by refusing access to MNAT employees to use as employment references, and, as self-appointed sole emissary of MNAT to Adrian Zack and all his potential employers, by himself refusing to comment at all on Adrian Zack's work product to prospective employers.

16. Various other subsequent actions by Mr. Lafferty and/or other employees of MNAT and/or unnamed parties associated with MNAT were intended to prevent, impede, delay or direct Mr. Zack's securing employment, and/or Delaware and New York bar membership.

17. To the extent that Defendants, at least one of whom has or had an official position in a Delaware government-related entity, acted for the purpose of preventing Mr. Zack, currently a citizen of Pennsylvania, from obtaining membership in the Delaware bar, such acts violated Plaintiff Adrian Zack's rights guaranteed by the United States Constitution.

UNIVERSITY OF MICHIGAN DEFENDANTS

18. Upon information and belief, the system of course examination and grading at the Law School in certain exams disadvantaged students that could not type at a sufficient speed to produce the volume of text required to produce competitive examination responses.

Furthermore, Plaintiffs believe that in the case of certain students, taking a sufficient number of such exams in relation to the degree each was disadvantaged (including Plaintiff Adrian Zack and perhaps other students as discussed in the paragraph immediately below), the cumulative disadvantage was so stark, and the resultant effect on overall law school grade point average so significant, that such cumulative disadvantage effectively may have destroyed some, most or all of the economic value, as measured by expected future earnings potential as well as by other metrics, of any such student's law degree, if eventually obtained. Certain exams taken by Mr. Zack that required students to be skilled touch-typists in order to produce a competitive response resulted in borderline failing grades by virtue of the low volume of prose Mr. Zack could type in the time allotted as compared with other students. Other exam evaluations were similarly depressed in proportion to the degree exam design and conditions required fast typing. Mr. Zack consistently scored in the top half of the class in exams that did not require rapid typing.

19. At this time, Plaintiffs have not extensively examined any other student's exam records or evaluated any other student's typing skill. Therefore, Plaintiffs can not determine whether or not and to what extent any other individual student has been so affected. However, Plaintiffs believe that other students' records may show similar relationships of typing skill with exam results, although perhaps none with such a stark effect as exhibited by Mr. Zack's records.

20. The Law School gave no notice prior to Plaintiff Adrian Zack's application or matriculation, during reviews of exams with faculty or otherwise during law school, that a minimum typing speed was effectively a prerequisite to compete for grades on certain exams based on one's legal analysis and reasoning skills, and diligence in mastering the course materials, rather than one's typing speed.

21. The Law School made no generally adequate accommodation to students with deficient typing skills that would allow them to compete on a level playing field with their manually more dexterous peers with better-developed keyboarding skills.

22. Upon information and belief, the fact that typing speed can be a significant factor in evaluation results under certain exam conditions (typical to the Law School exams in question) was common knowledge to the legal education profession, and self-evident to experienced legal education professionals, prior to 2001, and currently is common knowledge among recent college graduates that consider attending law school.

23. Professors' averments generally and with respect to certain of Mr. Zack's exams in particular were misleading as to the likely primary cause of low grades on certain exams, and such statements and actions effectively withheld important information that prevented Plaintiff Adrian Zack from drawing critical conclusions regarding his exam results while still in law school (named Defendants Evan H. Caminker, Peter Hammer, Steven P. Croley, as well as other individuals not named as parties).

24. Upon information and belief, various Defendants knew or suspected that Plaintiff Adrian Zack's lack of typing skill was the cause of poor performance on certain timed-limited exams where typing was permitted, and was the cause of Mr. Zack's severely deficient performance on one or more particular exams, yet intentionally declined to inform him of one or more of these facts during discussions related to exams generally or to certain of his exams in particular. Plaintiffs furthermore believe the mix of exam conditions at the Law School was intentionally designed, by omission or commission, specifically to disguise the effect of typing skill on exam results. Consequently, such effect could be discovered by disadvantaged students similarly informed and advised only by extensive statistical analysis, if at all.

25. Charlotte Johnson, among other actions, without credible justification denied Mr. Zack accommodation during a 24-hour exam when he was forced to take an approximately two-hour break during the exam to handle a personal matter that unexpectedly and unavoidable arose.

26. Defendants Robin A. Kaplan and Susan M. Guindi advised Mr. Zack on his job search, and certain advice was highly disadvantageous to his particular circumstances. Regardless whether or not such advice was intended by these Defendants to harm Adrian Zack, the Law School, and these two Defendants in their capacities as its employees working in the Office of Career Services, should have known such advice would be significantly harmful to Mr. Zack's pursuit of employment.

27. Defendant Steven P. Croley refused to reply to Plaintiff Adrian Zack's request to review the final exam in his class, and repeatedly refused to discuss the issue of typing skill as it relates to exam results. Croley was at all relevant times Associate Dean for Academic Affairs.

28. Upon Plaintiff Adrian Zack's request for evaluation of the significance of typing skill as a factor in his exam results, Defendants David H. Baum and Evan H. Caminker maintained that the Law School does not have sufficient expertise to evaluate such claims. Baum was and is the Assistant Dean charged with the administration of exams (according to the Law School), and Caminker was and is the Dean of the Law School.

CIVIL CONSPIRACY (ALL DEFENDANTS)

29. In addition to the Defendants named, other individuals whose identities or actions may or may not be known to Plaintiffs at this time may have committed acts that had the effect of intentionally or unintentionally furthering the conspiracy and/or contributing to its effectiveness and consequences. Such individuals whose identities are known and whose actions had the effect of unintentionally (to the best

of Plaintiffs' knowledge) rather than intentionally furthering the conspiracy are not named as parties in this complaint.

30. Upon information and belief, the wrongful acts set forth within paragraphs 7 through 28 above, as well as certain other lawful and unlawful acts that can not be plead with particularity at this time, were intentionally coordinated, directly or indirectly, by commission, by omission, or some combination thereof, by named Defendants or unnamed co-conspirators, and designed to cause (and collectively did cause) significant economic, emotional and other damages to Plaintiff Adrian Zack, and (intentionally or as an unintended but not unforeseeable consequence) to Plaintiff Maria Zack.

31. Upon information and belief, Defendants each committed one or more acts, in the scope of their employment or beyond the scope of their employment, at the behest of other named Defendants or unnamed co-conspirators whose identities are not currently ascertainable, or in overt or tacit cooperation with named Defendants or with as-of-yet unidentified co-conspirators, in furtherance of the conspiracy.

32. Upon information and belief, some co-conspirators may not have been aware of the aggregate potential effect or collective potential harm their and other co-conspirators' actions could cause or already had caused to Plaintiffs, at the times of their wrongful actions, or of the identities of all other co-conspirators. However, Plaintiffs believe that all co-conspirators were aware or should have been aware, either in their capacities as individuals or their capacities as employees, or should have been made aware by their respective employers in the case of employees of one of the persons named in *respondeat superior*, that their actions were part of a wrongful pattern of conduct with respect to Plaintiff Adrian Zack, and could cause significant harm.

33. Plaintiffs believe there is some nexus between the actions of MNAT Defendants, other unnamed current or former MNAT employees, or unnamed individuals otherwise associated with MNAT Defendants, and the actions of the University of Michigan Defendants, other unnamed current or former University employees, students, or individuals otherwise associated with University Defendants, in furtherance of the conspiracy.

34. Plaintiff Adrian Zack has devoted significant time and effort to searching for permanent employment during the five years since the fall of 2001. Such efforts have been especially intense during the last two and one-half years since Mr. Zack's graduation from law school.

THIRD CAUSE OF ACTION

ANTITRUST

35. Plaintiffs believe that certain of Defendants' actions with respect to Plaintiff Adrian Zack, if representative of a broader pattern of conduct, constitute a horizontal restraint of trade and/or certain other anticompetitive practices prohibited by federal Sherman and/or Clayton Antitrust Acts.

DAMAGES

36. As a direct result of Defendants' actions, Plaintiff Adrian Zack has been precluded from accepting or further seeking employment in the state of Delaware, due in part to the then-unknown and currently still unknown cause of the apparent animus directed toward him in this legal market, and the loss of reputation suffered due to Defendants' actions.

37. As a result of Defendants' actions, Plaintiff Adrian Zack has not been able to secure legal or other permanent employment commensurate with his experience and education, and has consequently suffered extensive economic, reputational and emotional damages.

38. As a result of Defendant's actions, Plaintiff Maria Zack, a retired school teacher, suffered significant economic, emotional, and reputational damages, as well as a significant disruption in retirement and life plan.

RELIEF SOUGHT

39. With respect to the MNAT Defendants, Plaintiffs seek an injunction prohibiting MNAT Defendants and MNAT employees from restricting access to current or former MNAT partners and associates who are in a position to give prospective employers a reference with respect to the quality of Mr. Zack's work product and other qualities that may be relevant to the practice of law. Furthermore, Plaintiffs request that the Court also prohibit MNAT and its employees from discussing with prospective employers or other third parties the alleged circumstances surrounding Mr. Zack's dismissal, or voluntarily disclosing or discussing the existence or merits of this action.

40. With respect to the University of Michigan Defendants, Plaintiffs ask that the Court enjoin the University and the Law School to retain an internal or external expert that the Law School deems qualified to evaluate Plaintiff Adrian Zack's claims with respect to the effect of typing skill on course evaluations, and authorize such expert to work with Mr. Zack to quantify and qualify the detrimental effect to his grades caused by inadequate accommodation during exams.

41. In the alternative, or additionally as the Court may see fit, Plaintiffs seek a declaratory judgment tolling the statute of limitations until such time that the discovery process yields more evidence as to whether or not the actions described in this complaint comprise two unrelated conspiracies.

42. Plaintiffs seek a declaratory judgment tolling the statute of limitations for pleading claims and impleading Defendants that can not be plead with particularity or implead, as the case may be, at this time.

43. Plaintiffs seek various general and pecuniary (compensatory and expectation) damages, including but not limited to damages to reputation and prospective business relationships, emotional damages and alienation of affection, special and consequential damages including litigation costs, attorneys' fees, and lost wages, without excluding any punitive or exemplary damages or any other categories of damages available given the circumstances. Due to the legal and other expertise required to determine the correct legal taxonomy and nomenclature for such damages, and to estimate a reasonable valuation for each category of damages and the overall total, Plaintiffs can not plead damages with any more specificity at this time.

TIMING OF FIRST AMENDED COMPLAINT

44. Plaintiffs have continued attempts to resolve this matter amicably. However, recent events have led Plaintiffs to believe that amicable resolution is not possible without the filing of this First Amended Complaint and service of process.

45. More specifically, drafts of this First Amended Complaint have been circulated to all Defendants, and attempts have been made to

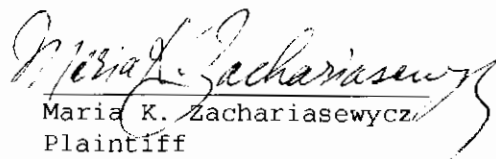
contact all defendants (or their counsels) deemed by Plaintiffs to be well positioned to help resolve this controversy (thirteen of the fifteen Defendants named). However, with the exception of i) the University of Michigan General Counsel's Office expressed intention (in late September 2006) to work with its Law School to develop a method of extrajudicial resolution; and ii) Defendant Mr. Lippstone's indication (in mid-November 2006) that another MNAT attorney not named in this complaint is playing some role in resolving this matter, Plaintiffs have not received any return phone calls or other communication from Defendants contacted.

November 27, 2006

Date



Adrian Y. Zachariasewycz
Plaintiff
1425 Donna Avenue
Woodlyn, PA 19094



Maria K. Zachariasewycz
Plaintiff
1425 Donna Avenue
Woodlyn, PA 19094