

# MORRIS NICHOLS ARSHT & TUNNELL



**MEGAN WARD CASCIO**  
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## PRACTICE AREAS

Alternative Dispute Resolution  
Alternative Entities  
Appraisals & Business Valuations  
Business & Contract Litigation  
Class & Derivative Actions  
Contests for Corporate Control  
Corporate & Business Litigation  
Mergers, Acquisitions &  
Divestitures  
Special Committees  
Statutory Proceedings under  
Delaware's Business Statutes  
Stockholder Activism

## EDUCATION

J.D., magna cum laude, Order of  
the Coif, 1998, Washington and  
Lee University School of Law  
Articles Editor, 1997-1998,  
Member, 1996-1997, *Washington  
and Lee Law Review*  
B.A., political science, summa  
cum laude, 1995, Washington  
College

## ADMISSIONS

Delaware, 1998  
U.S. District Court for the District  
of Delaware, 1999  
U.S. Court of Appeals for the  
Third Circuit, 2001  
U.S. Supreme Court, 2010

Megan is a partner with the Corporate & Business Litigation Group. Her practice includes corporate and commercial litigation in the Delaware Court of Chancery. She has handled a wide range of matters including shareholder disputes, derivative actions, breach of fiduciary duty lawsuits, disputes resulting from mergers and acquisitions and proxy contests. Megan also has significant experience representing clients in litigations regarding alternative entities, including limited liability companies, limited partnerships, master limited partnerships and statutory trusts. In addition, she advises corporate boards of directors and special committees concerning transactional and litigation issues including representations of special negotiating committees and special litigation committees. She has been mentioned in *The Legal 500 US* for M&A litigation.

In 2015, Megan was appointed by the Delaware Supreme Court to serve on the Permanent Advisory Committee on Supreme Court Rules. She volunteers her time with the Office of the Child Advocate and is appointed to represent minor children as a guardian ad litem in the Delaware Family Court. She also has performed a variety of pro bono work through Delaware Volunteer Legal Services.

## Professional Activities

American Bar Association

Delaware State Bar Association

Permanent Advisory Committee on Supreme Court Rules, Delaware  
Supreme Court

## Representative Matters

Represented Special Committee of Directors and TradingScreen in litigation brought by preferred stockholder regarding redemption rights involving the issue of the company's funds legally available to make redemptions. *TCV VI, L.P. et al. v. TradingScreen Inc. et al.*, C.A. No. 10164-VCL

Co-counsel representing acquiror, Grupo FerroAtlantica, S.A.U., in challenge to business combination involving Globe Specialty Metals,

Inc. Litigation resolved with deal modifications and court approved settlement. *In re Globe Specialty Metals, Inc. Stockholders Litigation*, Consol. C.A. No. 10865-VCG

Represented subsidiary of Johnson & Johnson seeking preliminary injunction in aid of arbitration against third-party manufacturer to continue to produce important drug during manufacturing transition phase. Although case was sent to arbitration without an injunction, court commented on its willingness to enter emergency relief should the arbitration process be delayed. After a period of continued court monitoring, the client subsequently voluntarily dismissed litigation. *ALZA Corporation v. Boehringer Ingelheim USA Corp. and Ben Venue Labs.* C.A. No. 8877-CS

Represented defendant in a trade secrets case involving benefits platform technology. Successfully brought and defended several motions to compel prior to case settling. *SS&C Tech., Inc. and BenefitsXML Inc. v. Liazon Corp.* C.A. No. 9312-VCL

Represents Cerberus Capital Management in litigation regarding Albertson's acquisition of Safeway Inc. Case is awaiting court approval of settlement. *In re Safeway Inc. Stockholders Litig.*, Consol. C.A. No. 9945-VCL

Continuing representation of inside officers and directors in derivative suit challenging company's acquisition of two other companies. *In re Freeport-McMoRan Copper & Gold Inc. Derivative Litigation*, Consol. C.A. No. 8145-VCN

Represented defendant in an advancement case with unique issues regarding whether claims were brought against former officers and directors in such capacity or as employees. *Thomas Rizk and John Douglas v. TractManager, Inc.*, C.A. No. 9073-ML

Represented plaintiff seller in dispute regarding stock purchase agreement post-closing escrow dispute through successful settlement. *Macsteel Global B.V. v. Klockner USA Holding, Inc.* (Del. Ch. 2013), C.A. No. 8838-VCL

Represented Tory Burch LLC in dispute regarding LLC agreement and breach of fiduciary duties. *J. Christopher Burch, et al. v. Tory Burch, et al.* (Del. Ch. 2012)

Representation of defendant in two litigations with member of LLC and involving master limited partnership, including a fiduciary duty suit and a stock list suit, which were successfully settled. *Massachusetts Institute of Tech. v. Wexford Capital LP, et al.* (Del. Ch. 2012)

Represented holder of trust preferred stock of bank holding

company in successfully obtaining an injunction after trial preventing merger of bank in violation of trust preferred stockholders' rights. *In re BankAtlantic Bancorp., Inc. Litig.*, 39 A.3d 824 (Del. Ch. 2012)

Represented acquiror of XO Holdings, Inc. in going-private transaction in New York Supreme Court suit and successfully opposed motion seeking to enjoin merger. *Youlu Zheng v. Carl Icahn, et al.* (NY Sup. Ct. 2011)

Lead counsel representation of defendant in post-closing stock purchase agreement tax allocation provision dispute resolved through successful settlement. *Gibraltar Private Bank & Trust Co. v. Boston Private Fin. Holdings, Inc.* (Del. Ch. 2011)

Co-lead counsel representing KFC Corp. in dispute with franchisee organization regarding rights and powers to control advertising pursuant to Cooperative's charter. *KFC Nat'l Council and Advertising Coop. v. KFC Corp.*, 2011 WL 350415 (Del. Ch.)

Lead counsel representation of prevailing defendant through trial and appeal in seminal case addressing ability and requirements of corporation to redeem preferred stock pursuant to stockholders' redemption right. *SV Inv. Partners, LLC v. ThoughtWorks, Inc.*, 7 A.3d 973 (Del. Ch. 2010), *aff'd* 37 A.3d 205 (Del. 2011)

Represented stockholder in "NOL poison pill" litigation. *Selectica, Inc. v. Versata, Enters., Inc.*, 2010 WL 703062 (Del. Ch.)

Counsel for the major sports leagues and the NCAA in successfully challenging Delaware's proposed sports betting scheme. *Office of the Commissioner of Baseball v. Markell*, 579 F. 3d. 293 (3d Cir. 2009)

Lead counsel for managing member and its independent board in breach of fiduciary duty suit which was successfully settled with approval of the Court of Chancery over significant objections by limited partners. *Forsythe, et al. v. ESC Fund Mgmt. Co. (U.S.) Inc. et al.* (Del. Ch. 2007)

Co-lead counsel for acquiror claiming fraud and an MAE. Case settled during trial, with the acquisition price being reduced by more than 10%. *Valassis Corp. v. ADVO, Inc.* (Del. Ch. 2006)

Lead counsel of plaintiff in successfully obtaining judgment permitting it to exercise right of first refusal in connection with interests in a joint venture pipeline company. *Union Oil Co. of California v. Mobil Pipeline Co.*, 2006 WL 3770834 (Del. Ch.)

Co-counsel in defending litigation in which plaintiff unsuccessfully sought rights to advancement of legal fees pursuant to 8 Del. C. §

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