



Theresa E. Loscalzo

Partner

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Ms. Loscalzo is co-managing partner of the Firm and a member of the Firm's Executive Committee. She is the co-chair of Schnader's E-Commerce and Technology Practice Group. She is a member and former chair of the Financial Services Litigation Practice Group and is a member of the Higher Education Practice Group and Communications and Media Group.

Ms. Loscalzo has more than 30 years of experience in large and complex litigations, including merger and acquisition litigation; financial services litigation; securities litigation, including the defense of multidistrict cases; and antitrust litigation, including prosecution of Robinson-Patman and Sherman Act claims. In addition, she advises Higher Education clients on Speech Codes and the First Amendment as applied to student and faculty speech, and on Sports Wagering issues.

She serves as the Chairman of The Forum Foundation, and previously served for six years on the Board of Directors of The Forum of Executive Women, for which she chaired the Sponsorship Committee and the Membership Committee. She served three years on the American Heart Association Go Red for Women Executive Leadership Team. Additionally, Ms. Loscalzo is a member of the Board of Philadelphia's only all-comedy theatre, 1812 Productions. She recently completed service as a Board Member of Philadelphia VIP, which provides legal services to the indigent, and was a member of the Board of Trustees of the Walnut Street Theatre for more than a decade.

Representative Matters

Financial Services Litigation

- Counsel for insurer in multiple Covid-19 related business interruption actions filed in Eastern and Middle Districts of Pennsylvania, and Luzerne and Philadelphia counties Court of Common Pleas.
- Counsel for insurer in declaratory judgment coverage dispute filed in Eastern District of Pennsylvania.
- Counsel for private mortgage insurer in an action filed in the Eastern District of Pennsylvania by a servicer alleging breach of contract.
- Counsel for private mortgage insurer in a number of putative class actions filed across the country against mortgage lenders and private mortgage insurers alleging that private mortgage insurers entered into "captive" reinsurance agreements with mortgage lenders that violated RESPA.
- Counsel for broker employee in *Harmelin v. Man Financial Inc. et al.*, a case filed in the Eastern District of Pennsylvania alleging financial fraud in connection with a hedge fund.
- Counsel for affiliate of major mortgage lender in class action in Bankruptcy Court for Eastern District of Pennsylvania asserting lender and affiliates committed consumer and bankruptcy fraud by assessing post-bankruptcy fees against consumers.
- Counsel for underwriter of private mortgage insurance in class action litigation pending in federal court in North Carolina, Texas, and elsewhere involving claims that the structure of the industry violates the federal Real Estate Settlement Procedures Act.
- Counsel for underwriter of private mortgage insurance in class action litigation brought in federal court in the Eastern District of Pennsylvania involving claims that insurers' supposed use of consumer credit reports violated the Fair Credit Reporting Act. Result: Claims dismissed by District Court; District Court reversed by 3rd Circuit Court of Appeals; 3rd Circuit decision vacated by U.S. Supreme Court.

Business Governance and Shareholder Disputes

- Pennsylvania Counsel to Toby Rice and the Rice Team in connection with the successful proxy contest and related litigation against EQT Corporation.
- Counsel to IBM and its subsidiary Jasmine Acquisition Corp. in *Trading Strategies Fund v. Karsan, et al*, No. 2012-11460 (Chester C.C.P, Pa.), a putative class action seeking to enjoin a \$1.3 billion merger between IBM and Kenexa Corporation ("Kenexa") and demanding monetary damages from Kenexa, its board of directors and IBM claiming that the purchase price of \$46 per share in cash, a 42% premium over the pre-announcement trading price of Kenexa's shares, as well as the process leading up to the merger agreement, were inadequate.
- Counsel to Energy Transfer Partners, L.P., Energy Transfer Partners, G.P., L.P., Energy Transfer Equity, L.P. and SAM Acquisition Corporation ("Energy Partners") in eight derivative and putative

class action lawsuits filed in the Philadelphia Court of Common Pleas, Commerce Division, and consolidated under the caption *In re Sunoco, Inc.*, Phila. Ct. Com. Pl., April Term, 2012, No. 03894. These complaints sought to enjoin the acquisition by Energy Partners of Sunoco, claiming that the process leading up to the merger agreement was inadequate and that the 20% premium being paid to Sunoco's shareholders was insufficient.

- Counsel for acquiring entities (Regency Energy Partners LP and related entities) in successful defense of Pennsylvania state and federal court litigation challenging the acquisition of PVR Partners, LP.
- Pennsylvania counsel for acquired company Jones Group in New York state court derivative litigation.
- Counsel for defendants in *Rubery v. Radian Group, Inc.* in Pennsylvania and federal court litigation challenging the proposed merger of Radian and MGIC.

Antitrust

- Representation of several of the nation's largest chain drug stores in multiple suits alleging antitrust claims under the Robinson-Patman and Sherman Acts.
- Antitrust counseling on a broad spectrum of competition and business matters.

E-Commerce and High Technology

- Counseled various clients on use of social media in connection with consumer retail contests.
- Represented domain name registrar Network Solutions, Inc., the dot-com people TM, in litigation concerning pre-registration practices.
- Represented a major Internet service provider in contract dispute over a link agreement.
- Advised an Internet service provider (ISP) regarding liability for acts of its customers.

Communications and Media

- On behalf of a high school student subjected to school discipline for off-campus speech in violation of her First Amendment rights, obtained a favorable decision enjoining the disciplinary action in both the District Court for the Middle District of Pennsylvania and the U.S. Court of Appeals for the Third Circuit. On further appeal, served as co-counsel with the American Civil Liberties Union Foundation, the American Civil Liberties Union of Pennsylvania and Seth F. Kreimer, as the U.S. Supreme Court affirmed the Third Circuit decision in one of the most significant student free speech cases in 50 years. *Mahanoy Area School District v. B.L.*
- Counsel in *Northeastern Pennsylvania Freethought Society v. County of Lackawanna Transit System* representing the Freethought Society in the federal district court of the Middle District of Pennsylvania and the appeal to the Third Circuit Court of Appeals asserting the Transit System's

refusal to allow Freethought Society's advertising on Transit System's buses violated the First Amendment.

- *Amici* brief on behalf of the ACLU in *Robbins v. Lower Merion School District*, filed in federal court in the Eastern District of Pennsylvania, in suit against school official for allegedly using school-issued laptops with webcams to record students without their knowledge.
- Counseled various higher education clients in connection with First Amendment issues arising from use of social media.

Community and Pro Bono

- The Forum Foundation, Chairman (2018-2020); Board of Directors (2016-2021)
- The Forum of Executive Women, Board of Directors (2014-2018; 2020-present); Chair of Membership Committee (2014-2016); Chair of Sponsorship Committee (2016-2018); Chair of Program Committee (2020-present)
- Philadelphia VIP, Board of Directors (2014-2016)
- 1812 Productions, Philadelphia's All Comedy Theatre Company, Board of Directors (2015-present)
- Walnut Street Theatre, Trustee (1998-2013), Executive Committee (1999-2013), Chair of Annual Holiday Auction (2001, 2002); Alumni Trustee (since 2013)
- Domestic Abuse Project of Media, Volunteer (2006-2010)
- American Heart Association Go Red for Women Executive Leadership Team (2016-2019)

Education

- Widener University School of Law, J.D., *summa cum laude*, 1987
- West Chester University, B.S., 1979

Bar Admissions

- Pennsylvania, 1988

Court Admissions

- U.S. District Court for the Eastern and Middle Districts of Pennsylvania
- Supreme Court of Pennsylvania
- U.S. Supreme Court
- U.S. Tax Court
- U.S. Court of Appeals for the Third Circuit

Professional Affiliations

- The Forum of Executive Women

Other Distinctions

- Listed in *The Best Lawyers in America* for Litigation - Mergers and Acquisitions, 2019-2021; and Commercial Litigation, 2021-2022
- Recipient of "Women of Distinction Award" from the *Philadelphia Business Journal*, 2018
- Recipient, Pennsylvania Diversity Council's 2015 Most Powerful and Influential Woman Award
- Recognized as a "Future Star" for Pennsylvania in *Benchmark Litigation*, 2013-2021
- Rated AV® Preeminent by Martindale-Hubbell®
- Named among "Pennsylvania Super Lawyers" for business litigation, 2005-2007, 2009-2010, 2018-2022*
- Finalist, *SmartCEO* Center of Influence Award, 2016

**No aspect of this advertisement has been approved by the Supreme Court of New Jersey. Further information on methodologies is available via these links.*

Practices

- Antitrust and Trade Regulation
- Business Governance Litigation and Shareholder Disputes
- Class Action
- E-Commerce and Technology
- Financial Services Litigation
- Securities Litigation

Industries

- Communications and Media
- Higher Education
- Insurance
- Sports