

SHIRLEY SHAWNE,)	
)	
)	
Plaintiff,)	C.A. No. _____
)	
v.)	
)	
TRANSPERFECT GLOBAL, INC.)	
)	
Defendant.)	

As described more fully in the Verified Complaint Pursuant to 8 *Del. C.* § 211 (the “Complaint”) filed concurrently herewith, this action seeks an order compelling TransPerfect Global, Inc. (“TPG” or the “Company”) to hold an annual meeting of stockholders for the purpose of electing directors, and such other business as may properly come before the meeting, which has not occurred in more than thirteen months.

1. Plaintiff is a stockholder of TPG, and holds 1% of TPG's issued and outstanding common stock.

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3. Pursuant to Section 211, if a Delaware corporation fails to hold an annual meeting within thirteen months “after the latest to occur of the organization of the corporation, its last annual meeting or the last action by written consent to elect directors in lieu of an annual meeting, the Court of Chancery may summarily order a meeting to be held upon the application of any stockholder or director.” 8 *Del. C.* § 211(c).

4. Since its organization in 2007, the Company has never held an annual meeting of stockholders for the election of directors, and the stockholders of the Company have never taken action by written consent to elect directors in lieu of an annual meeting.

5. On September 17, 2014, Elizabeth Elting (“Elting”), the second of TPG’s two co-founders and the other holdover member of the Board, filed a Verified Complaint Pursuant to 8 *Del. C.* § 211 (the “2014 Section 211 Action”).

6. On December 5, 2014, the 2014 Section 211 Action was resolved through this Court’s granting of a stipulated order, agreed to by all the stockholders of the Company, stating that the “Stockholders shall be deemed to have participated in a stockholders meeting for the election of directors of the Company (the “Stockholders Meeting”), at which the Stockholders were so divided that they failed to fill the vacancy on the Board and they also failed to elect successors to

directors whose terms have expired (*i.e.*, Shawe and Elting)” (the “2014 Stipulation”).

7. The 2014 Stipulation also stated that “Elting and Shawe therefore currently hold the positions of holdover directors of the Company whose terms have expired, but the Stockholders are so divided that they are unable to elect their successors.”

8. On August 13, 2015, this Court appointed a custodian (the “Custodian”) to “serve as a third director with the authority to vote on any matters on which Shawe and Elting cannot agree and which rise to the level that he deems to be significant to managing the Company’s business and affairs.” *In re Shawe & Elting LLC*, 2015 WL 4874733, at *32 (Del. Ch. Aug. 13, 2015).

9. The Company has not held an annual meeting in the preceding thirteen (13) months and, as of the date of the filing of this Motion for Expedited Proceedings the Company, has failed to designate an annual meeting of the stockholders to occur this year.

10. Because more than thirteen months have passed since TPG’s last annual meeting and TPG has not scheduled an annual meeting to elect directors, the Company is in violation of Section 211, and this Court may order that the Company promptly schedule an annual meeting of stockholders.

ARGUMENT

11. This Court has broad power to order expedited proceedings. To secure expedition, a plaintiff need only have “articulated a sufficiently colorable claim and shown a sufficient possibility of a threatened irreparable injury.” *Giammargo v. Snapple Beverage Corp.*, 1994 WL 672698, at *2 (Del. Ch. Nov. 15, 1994). In applying this standard, this Court “traditionally has acted with a certain solicitude for plaintiffs” and “has followed the practice of erring on the side of more [expedited] hearings rather than fewer.” *Id.* The Delaware Supreme Court has observed that “Delaware Courts are always receptive to expediting any type of litigation in the interests of affording justice to the parties.” *Box v. Box*, 697 A.2d 395, 399 (Del. 1997).

12. Summary proceedings pursuant to Section 211 necessarily satisfy the standard for expedited proceedings. *See NiSource Capital Markets, Inc. v. Columbia Energy Corp.*, 1999 WL 33318815, at *1 (Del. Ch. June 25, 1999) (“This Court routinely regards actions pursuant to § 211 as summary proceedings and has in the past heard complaints that rely on § 211 as a reason for expedited consideration.”). Here, not only has TPG never held an annual meeting, there is no annual meeting planned for 2017 and the current Board of Directors already declined to schedule an annual meeting at Plaintiff’s request. Thus, the Complaint states a sufficiently colorable claim.

13. Moreover, the failure of a corporation to schedule its annual meeting necessarily threatens irreparable harm by thwarting the stockholder franchise. *See, e.g., Hubbard v. Hollywood Park Realty Enters., Inc.*, 1991 WL 3151, at *5 (Del. Ch. Jan. 14, 1991) (citing *Int'l Banknote Co. v. Muller*, 713 F. Supp. 612, 623 (S.D.N.Y. 1989) (“Courts have consistently found that corporate management subjects shareholders to irreparable harm by denying them the right to vote their shares or unnecessarily frustrating them in their attempt to obtain representation on the board of directors.”)); *see also Telcom-SNI Investors, L.L.C. v. Sorrento Networks, Inc.*, 2001 WL 1117505, at *9 (Del. Ch. Sept. 7, 2001) (same), *aff'd*, 790 A2d 477 (Del. 2002).

14. The issues raised in the Complaint are purely legal in nature and can be resolved on a motion for judgment on the pleadings or summary judgment. Subject to the Court’s calendar, there is no reason why this matter could not be briefed and presented to the Court expeditiously.

CONCLUSION

For the foregoing reasons, Plaintiff respectfully requests that the Court enter an Order granting Plaintiff's motion for expedited proceedings and schedule a hearing to address the issues raised in the Complaint at the Court's earliest convenience.

COOCH AND TAYLOR, P.A.

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

_____)	
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Plaintiff,)	C.A. No. _____
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TRANSPERFECT GLOBAL, INC.)	
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Defendant.)	

[PROPOSED] ORDER FOR EXPEDITED PROCEEDINGS

Plaintiff Shirley Shawe (“Plaintiff”) having moved for entry of an Order expediting proceedings in this matter, and the Court having considered the Motion and found good cause therefor;

IT IS HEREBY ORDERED, this ____ day of _____, 2017, that Plaintiff’s Motion for Expedited Proceedings is **GRANTED**.

Chancellor