

Commercial and Corporate Litigation

Clients look to Miller Canfield to provide efficient, business-oriented approaches to handling disputes with vendors, customers and partners in matters involving mergers and acquisitions, corporate control, contracts for goods and services, product warranty, misappropriation of trade secrets, and other commercial matters. We represent manufacturers, suppliers, distributors, dealers and other businesses in a variety of commercial disputes, including:

- Shareholder lawsuits
- Employment contracts, including non-compete agreements
- Corporate control and other management disputes
- Corporate governance litigation
- Dissolution of a business
- Insurance coverage disputes
- Product warranty
- Failure to deliver
- Pricing disputes
- Time-critical stop-ship cases
- Trade secret misappropriation
- Noncompete agreements
- Unfair trade practices
- Tortious interference with contract

Our success is the result of decades of building familiarity with the courts and procedures and developing the fact and expert testimony necessary to present highly technical issues to judges and juries, and creativity at negotiating solutions to difficult problems.

Chambers USA recognizes Miller Canfield as having one of the leading commercial litigation practices in the country, saying the firm has "a highly esteemed group of litigators noted for its experience in major trials and alternative dispute resolution."

Representative Matters

COVID-19 LITIGATION

Served as Michigan counsel in litigation involving our client's termination of a \$3.6 billion stock purchase agreement and plan of merger between our client, the largest owner and operator of shopping malls in the U.S., and a Michigan-based company that owned and operated 27 high-end shopping malls in the U.S. and Asia, when Covid-19 forced shopping mall closures. The case was successfully settled.

Continued

CORPORATE CONTROL, INVESTOR AND SHAREHOLDER DISPUTES

Represented an international optical equipment manufacturer in defense of claims of breach of fiduciary duty and conspiracy brought in Delaware state court by minority investors in a high technology startup acquisition target

Obtained summary judgment for a biotechnology company dismissing claims of breach of contract and breach of shareholder agreements

Successfully defended a closely held corporation against claims of minority shareholder oppression, breach of fiduciary duty and breach of contract

Obtained summary judgment for manufacturing company rejecting request for corporate dissolution and dismissing claims of breach of contract and shareholder agreements, breach of fiduciary duties and bad faith

Successfully defended a biotechnology company in shareholder derivative action, involving allegations of Securities Act violations, breaches of fiduciary duty and loyalty, and unjust enrichment

Represented many small and mid-sized corporations in minority shareholder oppression, share dilution and derivative actions

Successfully defended a closely held corporation against claims of minority shareholder oppression, breach of fiduciary duty and breach of contract

Represented a Fortune 500 electronics manufacturer in the successful defense of a shareholder derivative claim

Represented a major financial institution in connection with a shareholder derivative claim and putative class action matter

Successfully represented a group of major shareholders of a publicly held corporation that controlled real estate companies, orange groves, and an insurance company, pursuing claims of mismanagement against the president and CEO and obtaining control of the board of directors, restructuring of the public company, and sale of some of its operations

Obtained summary judgment for a manufacturing company in a case concerning corporate dissolution and allegations of breaches of various contracts and shareholder agreements, fiduciary duties and bad faith

Represented many small and mid-sized corporations in minority shareholder oppression, share dilution and derivative actions

SUPPLIER AND CUSTOMER DISPUTES

Assisted in the representation of a consumer banking institution defending class action claims for breach of customer contract

Participated in the prosecution of actions for inadequate out-of-network insurance claims reimbursement on behalf of emergency physician groups

Continued

Helped obtain favorable resolution of contract disputes on behalf of construction industry clients

Successfully represented the trustees of a union pension fund who were accused of breach of fiduciary duty with an eight-figure damage claim resulting in a no-cause verdict at trial

Secured dismissal of litigation challenging to revised terms in franchisor's renewal agreements brought by franchisees in federal court

Represented a large oil pipeline in prosecuting claims of breach of contract and violations of the Uniform Commercial Code in relation to faulty additives manufactured by defendant

Successfully prosecuted multi-million dollar claims of large petroleum company for breach of contract, warehouseman's liability and account stated arising from asphalt storage tank failure

Enforced deed and use restrictions for various commercial properties, including gas stations, retail outlets and franchises, concerning brand, product and site limitations in courts in Michigan, Ohio, Indiana, Illinois and Wisconsin

Secured multiple preliminary injunctions and/or favorable settlements for a large automotive manufacturer against suppliers arising out of disputes on pricing, purchase order terms and conditions, disruption costs and sub-supplier delays

Assisted in defense of a closely-held corporation in a breach of contract claims by a broker-dealer

Successfully represented a large European non-profit corporation sued in U.S. federal court for fraud, breach of contract and related claims

Obtained a verdict against a municipality that had refused to permit the mining of silica sand valued at approximately \$500 million

Obtained denial of plaintiff's request for a temporary restraining order in a stop-shipment lawsuit seeking injunction for continued shipment of goods

Successfully defended a Canadian manufacturer in a dispute with a steel supplier in U.S. federal court

Reached a favorable resolution on behalf of a medical services provider in a breach of contract dispute with former medical billing company

Successfully defended a Canadian waste management company in a breach of contract dispute in U.S. court

Successfully represented a Canadian clothing designer in a contract dispute in an Ontario court with a former consultant, obtaining judgment against the consultant

DISPUTES WITH COMPETITORS

Successfully represented clients in multiple industries in prosecuting or defending against claims of trade secret misappropriation by former employees

Continued

Successfully represented clients in diverse industries in cases involving claims of breach of covenants not to compete contained in supply or joint venture agreements

Represented a closely held corporation in unfair trade practices, pricing and covenants not to compete disputes in courts in New York and Michigan

Successfully defended a software manufacturer against breach of contract claims while prosecuting, to a favorable resolution, counterclaims for misappropriation of trade secrets, unfair competition, and tortious interference with business relationships