



Charles Middleton-Smith
Commercial Mediator

E: charles@middletonsmith.com

M: 07768 935 373

W: www.middletonsmith.com



*“Excellent attention to detail and commercial outlook
Chambers & Partners Guide to the Legal Profession*

Overview

Charles Middleton-Smith is a specialist mediator who can be relied upon to deal with the inevitable surprises of the mediation process with calmness, authority and optimism. Since 1998, he has been appointed in a wide variety of business and legal contexts, with sums involved ranging up to £100 million.

Professional Background

Charles had over 25 years' experience as a commercial litigation partner with City of London law firms, and is now independent.

Expertise

- Assisted Deal Making
- Banking & Finance, Financial Services
- Commercial Agency, EU Regulations, Distribution Agreements
- Commercial Contract
- Defamation
- Employment
- Intellectual Property, Trademark, Copyright
- Media & Entertainment, Arts & Fine Art
- Mergers & Acquisitions
- Partnership/Shareholder/Family Business
- Sale of Goods & Services
- Sports
- Trusts, Wills & Probate

Style

Charles describes his style as prioritising the commercial aspects, the future and reality, momentum, humour, courtesy and flexibility.

“...combines a wonderful sense of humour with a firmness that allows people to take him seriously

“...his style is open and inclusive; he can be quite directional without appearing to be beating the parties into making a deal

“...suited to sophisticated clients and not afraid to challenge them



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Mediation Experience

Assisted Deal Making

- Lengthy process over several months relating to the renewal of a multimillion pound contract for the provision of goods and services in healthcare sector: a major project surrounding the management of risk and reward.
- International corporate negotiation at CEO/Plc level regarding Sale and Purchase Agreement, key personnel service agreements, valuation of stock, loan notes, transfer of shares in multi million pound stock items, deferred consideration, termination of employment and consultancy, post-termination restrictions, ongoing profits, IP rights. Business sector – fine art.
- Lengthy process over several months concerning rights and responsibilities around management of jointly occupied building.

Banking & Finance, Financial Services

- Case concerning alleged mis-selling of shared appreciation mortgage.
- Case concerning personal liabilities under guarantees over substantial business loan – film sector.
- Asset finance case regarding commercial agreements for shop fittings, with related guarantees. Issues of insolvency, Scottish law and undue influence.
- Multi-party international asset finance case concerning photocopying machines – fraud allegations.
- Asset finance case about several very valuable motor cars. Significant issues of law, relating to sale of goods and title, fraud by third parties.
- FSA scheme case regarding multi million pound investigation into insurance company.
- FSA scheme case regarding alleged mis-selling of mortgage products.
- Several cases concerning interest rate hedging products (swaps) around secured business loans and personal loans.

Commercial Contracts

- International case arising from manufacture of perfumery products, contractual dispute around quality of product with joint venture issues.
- IT dispute – international case regarding migration of logical data facility – issues over contract/sub-contract, delivery, quantum meruit, additional services, counter-claim, remedial works, lost opportunities.
- International dispute – provision of accounting and auditing services, fee cap, management of project, business sector: software. Tax advice in issue. Missed deadlines, failure to report alleged.
- Dispute over agreement for international film production. See also Media & Entertainment section below.
- Negligence claim against estate agency for permitting an option to purchase at an advantageous rate to be included in a tenancy agreement for a multi million pound residential property.
- Commercial dispute around supply of valuable machine for production of plastic products for automotive industry. Technical issues, international dimensions, performance and delay issues, maintenance issues, loss of revenue claims, IP issues.
- International case concerning payment management equipment.
- Case concerning contract for the purchase of secondhand mechanical packing equipment – food sector.
- Energy sector case with many claimants – rates charged, terms and conditions.
- Energy sector case regarding service agreement and compromise agreement.



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Mediation Experience *cont.*

Defamation

- Libel case involving Premier League football club management and national newspaper.
- Case concerning the allegations of defamation in newspaper article relating to composition of well-known film theme.
- Case concerning defamation following magazine publication of photographs of “celebrity”.

Employment

- Director employment dispute in well-known record company.
- Employment as relevant to mergers and acquisitions, shareholder, partnership, family business – see for example Assisted Deal Making second case and Mergers/Partnership/Commercial Contracts sections.

Intellectual Property, Trademark, Copyright (see also Media, Entertainment, Arts & Fine Art)

- Copyright in software – public sector: payment of licence fee.
- Counterfeiting case – software.
- Trademark and copyright case – medical and healthcare.
- Infringement of design right – major retail group.
- Trademarks regarding seasonal offering of global retail corporation.
- IP rights as disputed in insolvency case including misfeasance claim against former director.
- Trademarks in tyre products used in bicycles and other vehicles.
- Case concerning copyright in furniture design and branding.
- Case concerning copyright in glassware design and branding.
- Case concerning engineering and design solutions in the engineering sector.

Media and Entertainment, Arts & Fine Arts

- International high value joint venture dispute regarding development of contemporary art business.
- Claim for remuneration and quantum meruit by CEO of company in equestrian sector with TV, IP and media issues, also funding in relation to start up venture.
- Dispute over Sale and Purchase Agreement – Canada/UK companies, over copyright material in music recordings, licence agreements, issues of deferred consideration, tax, royalties with related litigation regarding supply and distribution of copyright musical material and media in CD and DVD formats.
- Film Sector – contractual dispute over quality of post-production work – specialist knowledge.
- Authenticity dispute over very valuable antique – purchaser and dealer – varying expert opinions.
- Case concerning enforcement of collection of performing arts royalties.
- Case concerning copyright in photographs taken of iconic rock 'n roll band.
- Trademark and passing off case following book and video publication concerning leisure and fitness.
- Major dispute as to title in valuable artworks, and sharing agreement as to proceeds.
- Case concerning copyright in photographs taken of dance company, and alleged breach of licence.
- Dispute over advances under licence agreement for exploitation of film.
- Copyright case over author's rights in film script, with licensing issues.
- Copyright case over artwork between rival magazine publishers.
- TV advertising trademarks case – two major utility companies.
- Joint venture dispute regarding development of contemporary art business.
- Dispute as to title of valuable painting-three jurisdictions.
- Case concerning ownership of valuable vintage photographic prints.



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Mediation Experience *cont.*

Mergers and Acquisitions

- Corporate matter – Sale and Purchase Agreement, retail sector, high value, retention in dispute, final consideration, completion accounts, accountants reports, warranties, waiver and estoppel
- International case – share acquisitions, deferred consideration, warranties and indemnities, chain of retail outlets, high profile, redundancy programme, debentures, legal charges, options, guarantees, escrow, Deed of Variation, claims for fraudulent misrepresentation
- Claim for deferred consideration, counterclaim in deceit alleging Claimant had lied about the financial model of the Company
- Joint venture case in pharmaceutical sector
- Case concerning earnout calculations and liability – telecoms sector

Partnership/ Shareholder/ Family Business

- Joint venture/shareholder dispute: high value matter, restaurant sector, significant IP rights and commercial issues, claims for breach of fiduciary duty, corporate governance issues
- Companies Act claim for unfairly prejudicial conduct in 3 companies – quasi-partnership – issues of share allotment, breaches of fiduciary duty, mismanagement. Business sector – clothing and property

Sale of Goods or Services

- Many examples in above sections along with recent energy sector case including consultancy, services, and employment issues. Case concerning specialist renovation of prestige classic car. Four party case concerning leasing terms for prestige limousine
- Claim including allegation of fraud in the sale/lease of specialised sporting equipment
- Case concerning three party claim to title to valuable race-converted supercar involving three jurisdictions
- Further supercar case where substantial delivery faults alleged
- Case concerning supply of food products in health sector

Trusts, Wills and Probate

- Dispute as to beneficial interest in jointly owned property
- Cases under Inheritance (Provision for Family and Dependents) Act 1975 – Civil Partnership, Theatre Sector, also case concerning farm inheritance with highly complex and unusual factors

Sports

Charles has mediated cases involving football, leisure and fitness, motor racing, motor cycling, governing bodies, sports funding and public sector.

Professional Skills

Charles was legally qualified in 1978 and was a partner in commercial law firms between 1980 and 2007.

Charles is a Fellow of the International Academy of Mediators, is certified by the International Mediation Institute, and a Member of the Civil Mediation Council and the Chartered Institute of Arbitrators (Mediation).

Contact Details

E-mail: charles@middletonsmith.com Telephone: **07768 935 373** Website: www.middletonsmith.com