



Charles Middleton-Smith
Commercial Mediator

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“Excellent attention to detail and commercial outlook

Chamber & 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 has been independent since 2013.

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

- Consultancy over several months to party being sued by public sector client over management advice. Business sector - housing.
- 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.
- Banking case regarding large country estate, offshore trusts, refinancing £m, misrepresentation, interest rate swaps, multi currency hedging, structured notes.

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.



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Mediation Experience cont.

Commercial Contracts

- 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.
- Investment Agreement: breach alleged.
- Case concerning restoration of prestigious classic cars.

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.
- Dispute between headhunting agency and client about substantial introduction fee.
- Claim by company against former MD regarding very substantial expense claims alleging fraud.
- Disability discrimination claim-student - education.

Intellectual Property, Trademark, Copyright

- 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.
- Trade mark case concerning injunction proceedings against unrepresented defendants. Business sector – management.
- Case concerning goodwill, trademarks, distribution agreement.

Media, Entertainment, Arts & Fine Art

- 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.
- Authenticity dispute over very valuable antique – purchaser and dealer – varying expert opinions.



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Mediation Experience cont.

Media, Entertainment, Arts & Fine Art

- 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.
- 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.
- Claim regarding advertising and marketing campaign for solicitors' firm.
- Complex multiparty case concerning back catalogue of famous pop group, issues with prior management and between band members.
- Unauthorised telephone interception case.
- Case concerning loan of valuable artefacts/artworks for exhibition overseas.
- Case concerning purchase of valuable antiques -fraud alleged.
- Publishing case concerning specialised directories.
- Case concerning internet and online marketing company: director/shareholder dispute/breach of duty.

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.
- Warranty claims around sale of business, state of knowledge, legal issues, employment issues.
- Case concerning allegations of fraud and misfeasance by directors –business sector property development.



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Mediation Experience *cont.*

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.
- Offshore trust family dispute, appointment/replacement of trustees.
- Family business dispute, recruitment sector and printing business.
- Shareholder dispute, professional training company, shareholders' agreement.

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
- Case concerning alleged failure to insure warehoused items destroyed in fire
- Claim by purchaser of supercar against dealership

Trusts, Wills and Probate

- Dispute as to beneficial interest in jointly owned property
- Cases under Inheritance (Provision for Family and Dependants) 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. He was accredited by CEDR in 1997 and is a Registered Mediator with the Civil Mediation Council.

Contact Details

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