



# Shareholder/Partnership Disputes

## CONTACT CHAIR

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## PEOPLE

Mary Kay Brown  
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## INDUSTRIES

Education  
Real Estate  
Technology

## Overview

### RESTORING HARMONY AMONG STAKEHOLDERS

Shareholders and partners are valuable assets to a company because they provide talent, experience and financing that can advance a business. But, when shareholders or partners disagree about the direction of the company, emotionally-charged and time-consuming disputes can drain a company of its resources. Shareholder and partnership litigation often arise over disputes involving:

- Breach of a partnership or operating agreement
- Breach of fiduciary duty owed to the company or other owner
- Breach of an employment or non-competition agreement
- Fraud, self-dealing, and misappropriation of funds
- Corporate waste of assets
- Excessive executive compensation
- Failure to pay dividends or distributions
- Valuation of stock and partnership interests
- Preventing access to the company's financial books and records
- Derivative lawsuits filed by shareholders and partners on behalf of a company
- Appraisal rights for minority shareholders in a buyout
- Dissolution of the company and the winding down of its affairs
- Deadlocks between management

Brown Nimeroff focuses on resolving such disputes efficiently and effectively to help the company get back to business. When litigation is inevitable, we have deep bench strength and a record of success for our clients.

### EXPERIENCE

- Obtained defense verdict at trial in favor of majority shareholder in shareholder dispute litigation.

- Secured preliminary injunction for client preventing the disposition of proceeds from the sale of property in anticipation of proof of partnership and request for charging order, and successfully negotiated resolution of dispute after a bankruptcy filing by putative partner.
- Successfully represented purchaser of business under stock purchase agreement in private arbitration and related state court litigation involving claims brought by purchaser for breaches of financial representations and warranties made in the agreement and claims brought by seller of business.
- Obtained favorable arbitration award for founder of financial investment business who was the subject of a majority shareholder freeze out.
- Successfully defended client in a week-long injunction hearing alleging breach of non-compete agreement and theft of trade secrets.