

Commercial, Corporate & Securities Litigation

Business disputes happen. And when they do, clients want solutions. Getting to a solution can take on different routes and it can also call for varying styles of advocacy.

Whether through persuasive negotiation, mediation, private arbitration or litigation before the courts or tribunals, Aird & Berlis offers clients a range of expertise and litigation styles to best suit their dispute. Our team of advocates includes experienced lawyers who have appeared before all levels of court and numerous specialized tribunals and administrative bodies. Members of our group are recognized by their peers in various legal publications for their experience and skills in litigating business disputes.

Commercial Disputes

We represent clients in a broad range of business disputes. A selection of our current and recent engagements include:

- Representing a condominium developer in upholding an exclusion of liability clause in claims for loss of bargain arising from the cancellation of a development.
- Representing a client in arbitration proceedings concerning a P3 project.
- Representing a former director of a large retailer in defending personal liability claims for construction liens.
- Representing a manufacturer and distributor opposing injunctive relief concerning efforts to restrict its communications with a supplier's customers.
- Representing financial institutions in relation to enforcement of personal guarantees, for misrepresentation claims against borrowers and breaches of agreements.
- Representing a public company in arbitration and court proceedings related to post-closing purchase price adjustment disputes.
- Representing a global mining exploration company in an arbitration asserting improper termination of an earn-in agreement in relation to a mining property in Africa.
- Representing individual and corporate defendants in a dispute over a profit-sharing agreement and a claim to ownership of shares in a corporation.
- Advising on misrepresentation, breach of warranty and indemnity claims in the context of asset and share purchase agreements, including a railway services company in quashing an appeal from an arbitral award from a post-closing adjustment dispute under a share purchase agreement.
- Representing a global supplier in defending allegations of misrepresentation and breaches of warranty of fitness under a supply agreement.
- Advising on actions for damages for breach of contract, intentional interference with economic relations, inducing breach of contract and conspiracy in connection with contracts in various industries, including commercial leasing, mining, publishing and transportation.
- Representing a public company in an action brought against it for damages for slander of title and for an interim and permanent injunction to restrain power of sale proceedings in connection with the default of a loan for the purchase of commercial real estate.
- Representing a defendant real estate developer in a contractual dispute with its development partners, involving significant parcels of development lands.

- › Representing an employer to enforce non-competition and non-solicitation provisions of an employment agreement.
- › Representing a foreign state in opposing enforcement of a foreign judgment.
- › Representing a payment processing company in action for damages against its co-location services provider for loss of data.
- › Representing a municipality on an application for the interpretation of a 100-year-old agreement concerning obligations to repair and re-open a bridge to vehicle traffic.

Corporate Litigation

Our lawyers have also acted on a variety of disputes under corporate business statutes, including:

- › Representing a minority shareholder in enforcing rights to director nominees and participation in new issuances pursuant to a subscription agreement.
- › Representing a public company in proceedings concerning the enforcement of its majority voting policy.
- › Defending a majority shareholder in a proceeding seeking to force a sale of a successful private company.
- › Defending public companies in an oppression remedy action brought against them for \$50 million in damages in connection with the acquisition of the shares of a public company.
- › Representing the special committee of a board of directors in connection with the sale of all or substantially all of the company's assets.
- › Defending a group of unsecured trade creditors in an oppression remedy action brought by the Monitor in a CCAA proceeding.
- › Representing a private company and various of its officers and directors in an oppression action arising from a corporate reorganization.
- › Representing shareholders in an action against other shareholders for damages arising out of alleged oppressive conduct, intentional interference with economic relations and breach of an unanimous shareholders agreement in connection with a private, closely-held corporation.
- › Representing the special committee of a board of directors concerning threatened derivative litigation.
- › Representing a former officer on an application for indemnification.
- › Representing a mining company in bringing a valuation application to have the shares of dissident shareholders to a plan of arrangement valued.

Securities Litigation

Members of our litigation group also offer public companies, registrants and their directors and officers experience in representing their interests before the Ontario Securities Commission and the courts, including:

- › Representing bidder in application to the Ontario Securities Commission seeking an exemption to the majority voting requirement for takeover bids.
- › Representing individuals and corporations in relation to Ontario Securities Commission investigations and enforcement proceedings and settlements.
- › Representing interested parties in section 127 public interest hearings before the Ontario Securities Commission.
- › Representing a brokerage firm in an action brought against them by a former client in connection with the purchase and sale of shares.
- › Representing public companies and directors and officers in a \$1 billion class action alleging misrepresentations and oppression in connection with a takeover bid.

- > Advising institutional shareholders in relation to securities class actions.
- > Representing an individual in defending allegations of fraud and not being a registered securities broker.

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