



CEDR Accreditation:	1998
CEDR Panel Admission:	2000
Languages:	English
Location:	United Kingdom

*“... excellent attention to detail and commercial outlook ...”*

Chambers & Partners Guide to the Legal Profession

## Charles Middleton-Smith

### Overview

Charles Middleton-Smith is a specialist mediator and consultant who can be relied upon to deal with the inevitable surprises of the mediation process with calmness, authority and optimism. He is regularly appointed in a wide variety of business and legal contexts, with sums involved ranging between £100,000 to £100 million. Over the years, Charles has encountered and practised in virtually every form of commercial dispute and easily identifies and understands the issues in all of the commercial disputes he is asked to mediate.

### Professional Background

Charles had over 25 years' experience as a commercial litigation partner with City of London law firms before mediating full time since 2007.

### Expertise

- Arts, Media and Entertainment
- Assisted Deal Making
- Banking & Finance
- Commercial Contracts
- Defamation
- Intellectual Property
- Mergers & Acquisitions
- Partnership, Shareholder, Family Business
- Sale of Goods & Services
- Sports
- Family Trusts, Wills & Probate

## Dispute Experience

### Arts, Media and Entertainment

- International high value joint venture dispute regarding development of contemporary art business.
- Authenticity dispute over very valuable antique – purchaser and dealer – varying expert opinions.
- Major dispute as to title in valuable artworks, and sharing agreement as to proceeds.
- 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.
- 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.
- 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.
- TV advertising trademarks case – two major utility companies.
- 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 interception case.
- Licence and distribution dispute relating to classical music video.

- Director employment dispute in well-known record company.
- Disability discrimination claims, arts student-education.

### 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, on-going profits, IP rights. Business sector – fine art.
- Consultancy over several months to party being sued by public sector client over management advice. Business sector housing.
- Lengthy process over several months concerning rights and responsibilities around management of jointly occupied building.
- Working over several months with directors of family business very much in the public eye to reset personal interactions, working practices, equity, IP and responsibilities.

### Banking & Finance

- Case concerning alleged mis-selling of shared appreciation mortgage.
- Multi-party international asset finance case concerning photocopying machines – fraud allegations.
- Several cases concerning interest rate hedging products (swaps) around secured business loans and personal loans.
- Banking case regarding large country estate, offshore trusts, refinancing, misrepresentation, interest rate swaps, multi-currency hedging and structured notes.
- Asset finance case regarding commercial agreements for shop fittings, with related guarantees. Issues of insolvency, Scottish law and undue influence.
- Asset finance case about several very valuable motor cars. Significant issues of law, relating to sale of goods and title, fraud by third parties.
- Dispute between customer and bank over interest rate swap.

- Case concerning allegations of fraud and misfeasance by directors – business sector property development.
- FSA scheme case regarding multi million pound investigation into insurance company.
- FSA scheme case regarding alleged mis-selling of mortgage products.
- Dispute between borrower and bank over shared appreciation mortgage.

### Commercial Contracts

- Substantial three party competition law case in the energy sector.
- 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 case arising from manufacture of perfumery products, contractual dispute around quality of product with joint venture issues.
- 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.
- 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.
- Dispute over International Agency Agreement, Manufacturing Sector, allegations of illegality/bribery.
- Commercial Agents Regulations case – issues as to consequences of agent's termination, and valuation. Business sector – lighting products.
- Commercial Agents Regulations case – issues as to valuation, pipeline transaction commission. Business sector – electrical and electronic products.
- Licence and distribution dispute relating to classical music video.
- Dispute between headhunting agency and client about substantial introduction fee.

- Claim by company against former MD regarding very substantial expense claims alleging fraud.

### 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”.

### Intellectual Property

- Dispute between rights owner and distributor in the pharmaceutical industry over invoice history and rights ownership.
- 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.
- Copyright case over artwork between rival magazine publishers.
- Dispute over licence for sale of pharmaceutical products and associated damages claims.
- Trade mark case concerning injunction proceedings against unrepresented defendants.  
Business sector – management

## 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.
- Case concerning earnout calculations and liability – telecoms sector
- Warranty claims around sale of business, state of knowledge, legal issues and employment issues

## Partnership & Shareholder

- 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 & Services

- Claim to title to valuable painting with dispute as to applicable law.
- 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.
- Case concerning alleged failure to insure warehoused items destroyed in fire.

## Sports

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

- Cross border Claim (three jurisdictions) related to a \$500K race-tuned road car.
- Dispute related to professional motorcycle racing.
- Two separate claims related to repairs and restoration projects of classic race cars.

## Trusts, Wills & Probate

- Dispute as to beneficial interest in jointly owned property.
- Case under Inheritance (Provision for Family and Dependants) Act 1975 – Civil Partnership, Theatre Sector.
- High value offshore trust case, various parties, cultural issues.

## Personal Style

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

## Feedback – Legal Directories

- *"...combines a wonderful sense of humor 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."*
- "Middleton-Smith is establishing a strong presence. Popular with clients and referral organisations, he is deemed *"marvellously thorough, understated and fair."* His willingness to *"get involved in the discussion and make real efforts to bring parties together"* is applauded. Said to be *"suited to sophisticated clients"* and *"not afraid to challenge them"*. "
- In contrast to the non-interventionists, this ***"marvellously understated and fair"*** practitioner is ***"decidedly proactive"***. He ***"puts people at ease"*** and is ***"highly sought***

*after" for his "commercial flair".* Considered able across widely differing sectors, he handles matters of great complexity in a *"calm and contained"* fashion. He is particularly admired for his work in entertainment, publishing, IP and defamation.

- The *"flexible and patient"* Middleton – Smith remains a popular choice as mediator, particularly for the IP, media and entertainment sectors.
- Middleton-Smith was praised for his method of *"coaxing parties into a settlement with beguiling ease"*.
- Middleton-Smith has been commended as: *"An excellent mediator, who remains calm and communicates effectively with both parties"*.
- With wide experience, **Middleton-Smith is unafraid of challenging and engaging the parties and "takes the lead steering negotiations"**.
- Some clients choose Middleton-Smith for his *"calming influence"*, while others appoint him because of his *"assertive pressure on parties."* Many instruct him *"for his management skills that keep the ball rolling."* Middleton-Smith handles a variety of disputes, including general commercial, sports and IP. Peers recommend him for his *"thoroughness,"* while clients value his *"persistence"* and efforts to keep them informed.
- Charles Middleton-Smith is rapidly gaining currency with City solicitors; his background as a litigator and his assured handling of clients add a desirable lustre to a *"vigorous"* and *"incisive"* style. In addition to handling a wide range of complex and high-value commercial disputes, he is also active in pioneering new areas such as *"deal mediation"*.
- Middleton-Smith is a *"beacon of calmness"* in mediations hinging on complex commercial contract, IP, media and entertainment and financial services issues. According to observers, his principal strength is ***"lowering the temperature at critical stages during the process"***. Experienced mediators ascribe this talent to *"putting the party first. He understands that the client is the most important person in this situation"*. Recently, he has been called upon to facilitate deal making with an eye to preventing future disputes.
- His client-handling skills and years as a commercial litigator play well with a range of clients, who note his *"rare ability to adapt his approach to deal with any client from the corporate bully to the independent artist"*. He is a gifted mediator described as *"impressive"* and *"assured"*, and is widely recommended.
- Charles Middleton-Smith is regarded as a *"charming mediator"* who *"combines a wonderful sense of humour with a firmness that allows people to take him seriously"*. He is highly qualified in mediations relating to complex commercial, IP and media and entertainment



issues.

- The reputation of Squire Sanders (UK) LLP's Charles Middleton-Smith continues to rise. Lauded for his professional bearing, calm manner and technical finesse, he is "*quick to see the real issues in a case*", and engages the parties in "*a firm but effective way*".
- Middleton-Smith demonstrates the "*inherent skill of knowing precisely when to be authoritative and when to be sympathetic*." His commercial practice has witnessed a lot of copyright, trade mark and defamation disputes of late. "*He keeps a tight rein on proceedings and is quick to intervene when the temperature rises*", say clients, who also appreciate his determination in seeing things through to a conclusion.
- Charles Middleton-Smith is an experienced mediator credited with "*a particularly relaxed and empathetic style*". Client find him "*astute, conscientious and thoroughly professional*", demonstrating, "*an excellent commercial and legal grasp of the issues*".
- He has a strong track record for a large claims, and "*his style is open and inclusive; he can be quite directional without appearing to be beating the parties into making a deal*".
- Middleton-Smith "*keeps going when others may give up and does so with courtesy*". He earns further praise for his "*excellent attention to detail and commercial outlook*".

### Professional Skills

Charles has been legally qualified since 1978 and was a partner in commercial law firms between 1980 and 2007. In 1991 he joined Edge Ellison and, up until 2007, was a partner in the Commercial Dispute Resolution department of Squire Sanders (UK) LLP, formerly known as Hammonds and now known as Squire Patton Boggs.

Charles is certified by the International Mediation Institute and a Member of the Civil Mediation Council.