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PRACTICE AREAS

General Business & Complex
Commercial Litigation

Trust & Estate Litigation

Financial Services Litigation

Closely Held & Family Business
Litigation

Real Estate Litigation &
Disputes

Shareholder Disputes

Corporate & Business

INDUSTRIES

Agribusiness & Food

Health Care

Charles K. Maier

Partner | charles.maier@lathropgpm.com

Charlie is as comfortable in a corporate boardroom as he is in a farmer's field, on a factory floor or in a showroom. He brings the client perspective to his work from providing clients with business advice and recommendations to a fair and honest assessment of litigation. He is known by his clients to have "a high level of expertise and responsiveness, provide exceptional client service, know the business side, and provide legal options and perspective from a client point of view." Charlie said, "I take the long view with clients and think about the big picture. I have straight, pragmatic conversations with clients, and always consider what is in their best interest."

Practice Group Leader of Lathrop GPM's National Litigation & Dispute Resolution Group, Charles "Charlie" Maier is an experienced, strategic litigator and trusted choice for individuals and businesses facing complicated and acrimonious disputes. His clients include global Fortune 100 companies, international franchises, national and regional manufacturers, entrepreneurial ventures, and privately held and family businesses. He represents clients in myriad industries including farming and ranching, manufacturing and component parts, technology including artificial intelligence (AI), private equity funds, health care, animal care, energy, auto, trucking and transportation, chemicals, and agricultural equipment.

Charlie is often engaged by clients facing bet-the-company issues and business divorces. Such matters often stem from ownership disputes or failed transactions, for which Charlie helps long-time partners and family business owners sort through the emotional issues and focus on

Manufacturing
Restaurant, Food & Beverage
Technology
Wholesale & Retail Distribution

COURT MEMBERSHIPS

- Minnesota
- North Dakota
- Wisconsin

EDUCATION

University of Michigan Law
School, J.D., *cum laude*, 1992

University of Wisconsin -
Madison, B.S., with distinction,
1989, Phi Beta Kappa

the practical needs of the matters strategically. He is a straight-forward, empathetic and tenacious advocate who focuses on the things worth fighting for. He says, "I care deeply about the best results possible for the clients. What is best for the client drives the strategy from the initial conversation through resolution." Clients further benefit from Charlie's analytical and mathematical acumen, especially when financial and valuation issues are of primary importance.

Clients rely on Charlie for:

- **Business owner and shareholder disputes** regarding fiduciary duties, valuations, and governance.
- **Complex business transaction disputes**, including bet-the-company matters, M&A disputes, breach of asset or stock purchase agreements, closely held business litigation, joint ventures, securities, real estate, professional malpractice, and fraudulent transfers.
- **Trust, estate, and probate issues**, including the transfer of business ownership and assets.
- **Post corporate sale duties, financial discrepancies, and other issues** that surface — sometimes years later — after companies have merged or been acquired.
- **Special Litigation Committees** - Throughout his career, Charlie has hired many professionals to serve on Special Litigation Committees and has served in the role of the sole member of a Special Litigation Committee.

In addition to leading in the courtroom, Charlie has served in firm leadership as a practice group chair, board member, and past managing officer of the firm.

WHEN ASKED ...

Why did you become a lawyer?

I like to help people and solve problems. As a litigator, I deal with people often during some of the worse times, with what feel like unsolvable problems. I also enjoy the battle of litigation. It satisfies my intellectual curiosity and my appetite for competition. It allows me to help people. I like getting to know clients and their industries. I am the quintessential happy warrior.

What do you do outside of work?

I volunteer for various community organizations, am an avid fan of the Wisconsin Badgers and Green Bay Packers, and I love to read historical fiction.

Representative Experience

Shareholder Disputes

- Served as the sole member of a Special Litigation Committee investigating alleged derivative claims. *Edison v. Hesley, 27-CV-21-8147 (Hennepin Cty. Minn. Dist. Ct.)* Issued report that led to dismissal of claims by agreement of parties.
- Represented the 50% co-owner of a third-generation, 6,000-acre family farm, dedicated to corn and soybean production in North Central Minnesota. The other 50% owner, his brother, attempted to have the court forfeit our client's stock in the corporation based on allegations of financial wrongdoing. After nearly three years of litigation, we successfully convinced the Court to dissolve the corporation, and through the special master our client received \$20 million of real estate and equipment (about 50% of the value of the assets). We ensured that no ownership rights in the business were forfeited, and our client was finally able to sever ties with his estranged brother. *Tracy Becker v. Tod Becker and Becker Farms of Park Rapids, Inc.,*(File No. 29-CV-18-78, Hubbard Cty., Minn. Dist. Ct.)
- Represented majority owners of manufacturing business against claims of shareholder oppression brought by their sons. After a four-day jury trial, and post-trial motions, the corporation was able to redeem the minority shareholders stock at a substantial discount. *Darin Wurm et al. v. Production Stamping, Inc. et al.,* No. 86-CV-14-3128 (Wright Cty. Minn. Dist. Ct.).
- Represented a company and majority owner against minority shareholder claims of oppression in a family-owned agricultural business, after a four-day Court trial, resolved by settlement. *Daybreak Foods, inc. v. Brent Rehm,* 2017CV000094 (Jefferson Cty. Wisc. Circuit Ct.).
- Represented a corporation and majority family owner of a large agricultural business from claims of minority shareholder oppression. Obtained a successful pretrial settlement resolving years of disputes. *Jerome Schuler v. Minn-Kota Ag Products, Inc.,* Court File No. 84-CV-363, Wilkin County, Minn. Dist. Ct.).

Complex Business Litigation Matters

- Represented the founder of a veterinarians' cooperative who entered into a royalty agreement with the cooperative. After issues ensued with the board of directors, they failed to pay royalties to the founder. Our client sued to recover the royalties, plus four future years at the same value. The cooperative countersued arguing it owes nothing and attempted to seek compensation for previously paid royalties. A \$5 million settlement was reached in favor of our client.
- Represented winning propper for city bus service against claims of conflict of interest and alleged noncompliance of proposal through multiple appeals and trial. *Rochester City Lines, Co. v. City of Rochester*, 868 N.W. 2d 655 (Minn. 2015); *Rochester City Lines, Co. v. City of Rochester*, 868 N.W. 2d 655 (Minn. 2016); *Rochester City Lines, Co. v. City of Rochester*, 913 N.W. 2d 443 (Minn. 2018).
- Prevailed after a two-day trial and post-trial motions, on claims seeking recovery of inter-company loan on unjust enrichment and money had and received grounds. Affirmed on appeal. *Production Stamping, Inc. v. Wurm Partnership*, No. A17-1846 (Minn. Ct. App. 2018).
- Succeeded after a two-day jury trial which determined client had no liability under a personal guaranty for a real estate lease entered into by a business the client sold. Affirmed by the North Dakota Supreme Court. *Sterling Development Group Three, LLC v. Carlson*, 859 N.W.2d 414 (N.D. 2015).

Trusts and Estates Litigation

- Represented personal representatives and their trust in negotiations related to complicated estate involving valuation of closely held business, multiple pieces of real property leased to be the widow and disputes between beneficiaries over valuations and distributions. *In re Estate of Bowman*, File No. 18-PR-19-709 (Crow Wing Cty. Minn. Dist. Ct.)
- Represented three children challenging their mother's trust on the grounds of undue influence in changes made shortly before death. Successfully reached settlement prior to trial. *In the Matter of Barbara G. Schuler Revocable Trust*, File No.: 09-2017-CV-02304, Cass Cty., ND Dist. Ct.).
- Represented a widow seeking full compensation for redemption of her deceased husband's stock in a closely held corporation. The

amount obtained was 70% more than initially offered. *Fox v. First Byte Computers, Inc. et al*, 27-CV-08-1401 (Henn. Cty., Minn. Dist. Ct.).

- Represented a company in a claim against the estate of a former employee with significant embezzled funds prior to his death.

Litigation Related to Buying and Selling Businesses

- Successfully obtained summary judgment dismissing a multimillion-dollar claim of lost profits for alleged breach of a letter of intent by the potential seller of a business.
- Successfully represented a private equity fund with more than 120 companies and direct investments. Its portfolio includes gas stations / convenience stores in Northern Minnesota. The client's previous counsel failed to obtain a release of the mortgage liens when wiring closing funds for the gas stations. Subsequently, when the fund moved to sell the property, the bank refused to release its liens, claiming misrepresentations in the transaction. We successfully opposed the bank's motion for receiver, and its motion for summary judgment. The matter settled shortly thereafter.
- Represented the buyer of a product line in an action seeking damages and rescission of a contract when the product failed. After moving to exclude the defendant's expert and opposing the motion for summary judgment, settlement ensued. *Zimmer Spine, Inc. v. Encore Medical, LP*, No. 08-CV-06261 (D. Minn.).

Presentations

- Presenter, "Probate Court Jurisdiction and Venue: Congdon, Sangren, Swanson v. Wolf, and more!" Minnesota CLE | The Estate Planning, Probate & Trust Law 50, September 21, 2023
- Panelist, "'Can't We All Just Get Along?' Counseling Family/Closely-Held Businesses: How to Plan for the Future and Avoid Litigation," April 29, 2010

Client Alerts And Blog Posts

- Supreme Court Holds Corporation Waived Due Process Rights and Consented to General Personal Jurisdiction by Registering to do Business in Pennsylvania; Distinguishes International Shoe. July 18, 2023

In The News

- "Market Focus Minneapolis: What the Past, the Future and the 'Minnesota Way' Mean for Law Firms," The Mid-Market Report by Law.com
December 6, 2018
- "The Big Four Threat is Real. Are You Ready?" The Mid-Market Report by Law.com
August 2, 2018
- "Gray Plant Mooty: 150 Years," Twin Cities Business Magazine
January 2016
- "Gaming Law Attorneys Tom Foley and Kevin Quigley Join Gray Plant Mooty," Indian Gaming
October 1, 2015
- "Gray Plant Mooty Acquires Practice in Fargo," St. Cloud Times
June 2, 2015
- "Rochester Bus Battle Reaches 11th Hour," Rochester Post-Bulletin
June 26, 2012

News Releases

- Eight Lathrop GPM Attorneys Named Lawyer of the Year, 89 Ranked as The Best Lawyers in America©
August 17, 2023
- 14 Lathrop GPM LLP Practice Groups and 35 Attorneys Ranked in Chambers USA 2023
June 1, 2023
- Six Lathrop GPM Attorneys Named Lawyer of the Year, 95 Ranked as The Best Lawyers in America©
August 18, 2022
- Chambers USA 2022 Names Lathrop GPM a Top Law Firm, Franchise Group Ranked Nationwide
June 1, 2022
- Charlie Maier Named Practice Group Leader of Lathrop GPM's National Litigation Group
February 22, 2022
- Seven Lathrop GPM Attorneys Named Lawyer of the Year, 100 Ranked as The Best Lawyers in America©
August 19, 2021
- Lathrop GPM Attorneys Named to The Best Lawyers in America©, Lawyer of the Year, and Ones to Watch for 2021
August 20, 2020

- Lathrop GPM Attorneys Named 2020 Minnesota Super Lawyers and Rising Stars
July 21, 2020
- Gray Plant Mooty Attorneys Named The Best Lawyers in America© 2020
August 15, 2019
- Gray Plant Mooty Attorneys Named 2019 Minnesota Super Lawyers and Rising Stars
July 5, 2019
- Gray Plant Mooty Attorneys Recognized in The Best Lawyers in America© 2019
August 15, 2018
- Gray Plant Mooty Attorneys Named 2018 Minnesota Super Lawyers and Rising Stars
July 5, 2018
- Gray Plant Mooty Names New Litigation Practice Group Chairs
April 26, 2018
- Gray Plant Mooty Announces Newly Elected Board Members
March 26, 2018
- 37 Gray Plant Mooty Attorneys Recognized in The Best Lawyers in America 2018
August 15, 2017
- 43 Gray Plant Mooty Lawyers Named 2017 Minnesota Super Lawyers and Rising Stars
July 5, 2017
- 40 Gray Plant Mooty Lawyers Named 2016 Minnesota Super Lawyers and Rising Stars
July 5, 2016
- Gray Plant Mooty Announces Newly Elected Board Members
April 1, 2016
- Gray Plant Mooty Celebrates 150th Anniversary With A Year Of Service; Minneapolis Mayor Declares "Gray Plant Mooty Day"
January 5, 2016
- 38 Gray Plant Mooty Lawyers Named 2015 Minnesota Super Lawyers and Rising Stars
July 09, 2015
- Gray Plant Mooty Expands Fargo Presence Through Merger With Sandin Law
June 1, 2015

- Gray Plant Mooty Announces Newly-elected Board Members
April 1, 2015
- Sarah Duniway and Charlie Maier Assume Managing Partner Roles
At Gray Plant Mooty
April 1, 2015
- Gray Plant Mooty Names Sarah Duniway and Charlie Maier
Managing Officers
November 6, 2014
- 40 Gray Plant Mooty Lawyers Named 2014 Minnesota "Super
Lawyers" and "Rising Stars"
July 7, 2014
- Gray Plant Mooty's Charles Maier Named Litigation Winner of the
2014 Client Choice Awards
April 8, 2014
- Four Gray Plant Mooty Attorneys Selected as Fellows of the
Litigation Counsel of America
May 14, 2013
- Gray Plant Mooty Announces Newly-elected Board Members
April 24, 2013
- 27 Gray Plant Mooty Attorneys Named 2012 "Minnesota Super
Lawyers"
July 9, 2012
- Gray Plant Mooty Shareholders Re-Elect Four Board Members
April 23, 2010

Professional Affiliations

- Minnesota State Bar Association
- North Dakota Bar Association
- Wisconsin Bar Association

Community Involvement

- The Grove United Methodist Church, Trustee and Leadership
Council

Honors

- Selected among *The Best Lawyers in America*®, 2018-2024
- *Chambers USA: America's Leading Lawyers for Business*,
Minnesota Litigation: General Commercial, 2022-2023

- Litigation Counsel of America, Fellow
- "Minnesota's Top Lawyers," *Minnesota Monthly*, 2022
- "Minnesota Super Lawyer®," *Thomson Reuters*, 2012-2020
- Client Choice Award