

Gregory S. Brow

Partner



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Atlanta

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Overview

Greg Brow is a trial lawyer with more than 20 years of experience representing plaintiffs and defendants in trials, arbitrations and appeals of complex business litigation matters in Georgia and throughout the United States.

Greg successfully represents clients in cases involving:

- Commercial / contractual disputes and business torts
- M&A purchase price adjustment disputes
- Shareholder and partnership disputes
- Examinations and internal investigations
- Class actions

Greg is a leading expert on M&A purchase price adjustment disputes – including working capital adjustments, earnouts and indemnity claims, frequently involving complex accounting issues, challenges to the accuracy of financial statements, and valuation disputes – having litigated, written about, and given presentations on these disputes many times.

Greg also has deep experience with shareholder and partnership disputes, including fiduciary duty disputes and misrepresentation claims by disappointed investors regarding share or company value.

Prior to joining Dentons, Greg served as a judicial law clerk for The Honorable M. Blane Michael, United States Court of Appeals for the Fourth Circuit.

Experience

- Currently serving as lead counsel for manufacturer in defense of claims by competitor of tortious interference and aiding and abetting breaches of restrictive covenants in employment agreements.
- Currently serving as lead counsel for manufacturer in arbitration over alleged breach of multi-million dollar

supply agreement.

- Currently serving as lead counsel for defendant alleged to have failed to pay an earnout arising out of an M&A deal, and defendant who asserts counterclaims for indemnification under the M&A agreement.
- In recent dispute regarding mismanagement and valuation between owners of private equity management company, after defeating TRO, obtained highly favorable settlement for defendant client.
- Recently served as lead counsel for business Purchaser in arbitration in Texas brought by Seller over entitlement to US\$25 million earnout, settling the case for de minimis amount.
- Recently served as lead counsel for business Purchaser and won ICDR arbitration and accounting referee arbitration arising out of US\$10 million working capital adjustment.
- Recently obtained highly favorable settlement for commercial property owner in Atlanta land use dispute with neighbor involving easements, nuisance claims, and a Special Administrative Permit ("SAP") following victories for client in Fulton Superior Court and the Board of Zoning Adjustment ("BZA"), including obtaining a nearly unprecedented reversal by the BZA of Planning's award of SAP to client's neighbor.
- Recently obtained settlement and dismissal, at no cost to manufacturing client, of multi-million dollar misrepresentation and securities claims asserted by several of client's partners in new manufacturing facility.
- Represented the Independent Directors of Coca-Cola Enterprises, Inc. in putative class actions brought by shareholders challenging US\$13 billion transaction involving the sale of CCE's North American bottling business to Coke.
- Obtained complete defense victory for Fortune 10 company on a US\$1.4 billion breach of contract/destruction of business claim and multi-million dollar award on counter-claims in breach of contract/business tort case in the Southern District of Mississippi.
- Obtained highly-favorable settlement for Saudi billionaire shareholder in his fraud and RICO lawsuit against private equity fund.
- Represented the Examiner appointed to investigate potential claims against JP Morgan Chase, the FDIC, and others related to the failure of Washington Mutual Bank -- the largest bank failure in US history. Greg was one of the team's lead investigators and a principal author of the Examiner's Final Report, which was publicly filed in Washington Mutual's bankruptcy case (Case No. 08-12229, D. Del.).
- Key member of the team representing the Examiner appointed to investigate potential claims against professional advisors related to the collapse of Refco Inc., a financial services company, two months after its initial public offering. Greg was one of the team's lead investigators and a principal author of the Examiner's Final Report, which was publicly filed in Refco's bankruptcy case (Case No. 05-60006, S.D.N.Y.).
- In suit to recover on a guaranty, successfully obtained a seven-figure settlement that exceeded the face value of the guaranty.
- Successfully defeated preliminary injunction motion in patent infringement case on behalf of Spanish flooring manufacturer.
- Won dismissal of class action filed by consumers in California, alleging that rebate offer violated California's Consumer Legal Remedies Act and Unfair Competition Laws.
- Prevailed on behalf of corporation in shareholder litigation arising from statutory cash-out mergers, *Magner v. One Securities Corp.*, 574 S.E.2d 555 (2002).

Insights

- "Post-Closing Economic Disputes in Merger and Acquisition in Transactions," Program Materials, Georgia Business Law Institute, October 2015

- "M&A Post-Closing Disputes - Overview of Working Capital Adjustment Disputes and Earnout Disputes," Program Materials, Georgia Business Law Institute, October 2014
- "Purchase Price Adjustments: Buyers (and Sellers) Beware," *Financier Worldwide*, November 2012 (co-authored with Kristen Beystehner and Ann-Marie McGaughey)
- "The Extraterritorial Application of Business and Professions Code Section 17200: Is Any Corporation Safe?" *Unfair Competition Claims 2002: California Section 17200's Impact on Corporations Everywhere*, PLI Seminar, August 2002
- "Getting an Expert Past the Daubert Gatekeeper: An Analysis and Discussion," *Federal Civil Litigation in Georgia Seminar*, May 2001

Activities and Affiliations

Community Involvement and Pro Bono

- Greg is active in the firm's pro bono practice and frequently participates in the Atlanta Volunteer Lawyers Foundation Saturday Lawyer Program.

Presentations

- **Speaker**, "M&A Post-Closing Claims for Breaches of Reps and Warranties: Strategies for Pursuing or Defending Recovery," Strafford Publications, July 12, 2018
- **Speaker**, "M&A Post-Closing Disputes: Minimizing and Resolving Disputes Over Earnouts and Working Capital Adjustments," Strafford Publications, November 1, 2017
- **Speaker**, "The Games People Play: Purchase Price Adjustments," 13th Annual Mergers and Acquisitions Institute, sponsored by The University of Texas School of Law, Dallas, Texas, October 12-13, 2017
- **Presenter**, "M&A Post-Closing Disputes: Minimizing and Resolving Disputes Over Working Capital Adjustments and Earnouts," Strafford Webinar, September 15, 2016
- **Presenter**, "Post-Closing Economic Disputes in Merger and Acquisition Transactions," 34th Annual Business Law Institute, October 28, 2015
- **Presenter**, "M&A Post-Closing Disputes: Minimizing and Resolving Disputes Over Working Capital Adjustments and Earnouts," Strafford Webinar, August 20, 2015
- **Presenter**, "M&A Post-Closing Disputes—Overview of Working Capital Adjustment Disputes and Earnout Disputes," 33rd Annual Business Law Institute, October 29, 2014

Areas of focus

Practices

- Litigation and Dispute Resolution
- Competition and Antitrust Litigation
- Commercial Litigation
- Appellate Advocacy
- Class Action Defense

Education

- University of North Carolina School of Law, 1995, JD, *with high honors*
- St. Mary's College of Maryland, 1991, BA, *summa cum laude*

Admissions and qualifications

- Georgia
- Court of Appeals for the State of Georgia
- Supreme Court of Georgia
- US Court of Appeals for the Eleventh Circuit
- US Court of Appeals for the Fourth Circuit
- US District Court for the Central District of Illinois
- US District Court for the District of Colorado
- US District Court for the Middle District of Georgia
- US District Court for the Northern District of Georgia
- US District Court for the Southern District of Georgia

Languages

- Arabic