



ROBERT A. STEINBERG, ESQ.
(Commercial Contract/General Business)



Mr. Steinberg's mediation practice focuses on business-related cases. He is known for his technical legal expertise, his innovative solutions to difficult business disputes, and his insight into parties' motivations.

REPRESENTATIVE BUSINESS CASES

Banking/Commercial Law

Mr. Steinberg has negotiated and drafted various forms of loan and other financing documents, both secured and unsecured, covering both real and personal property. He has handled matters involving all aspects of the Uniform Commercial Code, including Articles 2, 3, 4, 6, 8 and 9.

- Trust sought recovery on promissory note against defense that maker had forgiven note before his death.
- Company sought recovery from bank when company controller embezzled funds by forging president's signature on multiple checks over four year period.
- Dispute between major banks regarding responsibility for unpaid international letter of credit.
- Claim that bank should have recognized that customer's controller forged president's signature on company checks.
- Claim that bank failed to prevent elderly customer from withdrawing life savings and relinquishing funds to embezzler.
- Bank president terminated for suspicious loans to related party.
- Numerous cases involving claims of wrongful real property foreclosure.

Business Torts

- Claim that major software company deprived competing entrepreneurs of prospective business advantage.
- Technology company sued former employees who allegedly stole customer lists, technical data and other confidential information.
- Manufacturer of proprietary product sued former shareholder and his partners for unfair competition and trade secret theft after defendants hired away manufacturer's key engineer.

- A vendor to an entertainment company sued the vendor's former employee and the entertainment company for unfair competition after the entertainment company replaced the vendor with the former employee's company.
- Numerous common law fraud claims.

Corporate Acquisitions and Divestitures

Mr. Steinberg personally planned, negotiated and implemented the acquisition, divestiture or merger of dozens of companies. He has been involved in battles over corporate control, fights among shareholders, management disputes, claims of officer and director misconduct, and other corporate governance issues under the laws of several states, including California and Delaware.

- Public company claimed former owner of purchased subsidiary breached his financial and accounting warranties. Former owner cross-claimed for breaches of lease and employment agreement.
- Several cases involving successor liability.
- Numerous breach of noncompetition covenant cases arising from sales of business.

Customer-Supplier Relationships

- Public Asian company claimed American supplier's technical products were defective.
- Countless breach of commercial contract claims.

Director and Officer's Liability

- Minority shareholders of medical management company sued directors derivatively for breach of fiduciary duty of loyalty.
- Venture capital investor in environmental services company sued company directors and officers for breach of fiduciary duty of care.
- Investment banking partnership dissolved, with mutual claims of breach of the fiduciary duty of loyalty.
- Founder of environmental services company sued directors for breach of fiduciary duty of care, unwarranted dilution of stock interest, and wrongful termination.
- Shareholder of engineering services company sued majority shareholders alleging corporate "freeze out."

Taxation

Mr. Steinberg holds a Masters of Laws degree in Taxation from New York University. He has practiced tax law for over twenty years, with specific experience and expertise in corporate, partnership, and foreign taxation, ERISA, and state taxation of multi-jurisdictional entities. He also has extensive property, sales and use tax experience.

- Foreign company sought tax refund from California Franchise Tax Board. Issue involved proper apportionment of California franchise tax liability in view of substantial fluctuations in the currency exchange rate during the relevant tax years.
- Corporation sought refund from County of Los Angeles involving the apportionment of gross receipts inside and outside the County.
- Major accounting firm advised limited liability company to become taxable as corporation in advance of its sale. Advice cost client as much as \$20,000,000 in reduced purchase price because of adverse tax consequences of decision.
- Pension firm client sued claiming firm misled him as to the permissible amount of his annual contributions.

CAREER HIGHLIGHTS

- Mr. Steinberg has successfully resolved hundreds of mediated cases. In his twenty-five year career as a corporate, securities and tax lawyer and as a litigator, Mr. Steinberg handled billions of dollars in transactions and obtained tens of millions of dollars in tax refunds.
- As partner-in-charge of the Los Angeles office of an international law firm, Mr. Steinberg increased annual distributable income per partner by more than \$300,000 in fewer than four years.
- 150 of Mr. Steinberg's partners honored him with an award for "Outstanding Teamwork and Collegiality."
- Mr. Steinberg has extensive experience with multinational and multicultural matters.

Mr. Steinberg has published more than fifty articles and presented more than thirty seminars on settlement advocacy, case evaluation, negotiation strategy and tactics, and mediation. He received his undergraduate degree from the University of Michigan (Honors in English), his law degree from Duke University, and his Masters of Law (in Taxation) degree from New York University.