

Stephen P. Dunn

Member

Troy

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Stephen P. Dunn has substantial first chair jury trial and arbitration experience. Before entering private practice, he served on active duty in the United States Army JAG Corps as a trial counsel at XVIII Airborne Corps, Ft. Bragg, North Carolina, and he also served as a prosecutor in Oakland County.

Mr. Dunn specializes in litigating complex, high stakes business disputes. In addition to his active litigation practice, he leads teams handling his clients' corporate transactions including mergers, acquisitions, reorganizations, combinations, joint ventures, restructurings and lending transactions. An entrepreneur as well, Mr. Dunn serves as a corporate director, officer, shareholder, and outside general counsel advising business owners, management teams, and boards on legal and business matters. He is co-owner and a director of Aviation Supplies & Academics, Inc., in Newcastle, Washington, the industry leading publisher of aviation training materials and pilot supplies. Mr. Dunn's practical experience in business enables him to more effectively represent and advise his

practices & industries

Litigation and Alternative
Dispute Resolution
Emerging Companies and
Venture Capital

education

Wayne State University
Law School, J.D.
LeMoyne College, B.A.,
magna cum laude

admissions

Illinois
Michigan
Texas

clients.

Mr. Dunn is a Lieutenant Colonel in the United States Army Reserve JAG Corps. He is currently assigned as team chief with an Army unit at Ft. Snelling, Minnesota. He has served as a prosecutor and military magistrate for extended periods on active duty in the United States and abroad. His military awards include the Meritorious Service Medal, Army Commendation Medal, and the Joint Service Achievement Medal. Mr. Dunn completed the Army Airborne course, Army Air Assault course, Army Command and General Staff College (ILE), and Army Judge Advocate Officer Basic and Advanced Courses.

Mr. Dunn is licensed in the states of Michigan, Illinois, and Texas, and is admitted to numerous federal district courts around the country. He is the proud father of five children with his wife of twenty years.

HONORS, AWARDS AND RECOGNITION

- *Benchmark Litigation 2024*, "Litigation Star"
- *Michigan Super Lawyers 2022-2023*, Business Litigation
- *Michigan Rising Stars 2009-2020*, Business Litigation
- *DBusiness Magazine "Top Lawyers"* 2013-2014, 2017, 2020, 2024, Banking & Financial Services, Commercial Law, Non-White Collar Criminal Defense
- *Crain's Detroit Business "40 Under 40,"* 2014
- Brooks Patterson's Oakland County Elite "40 Under 40," 2013
- *Michigan Lawyers Weekly "Up & Coming Lawyers,"* 2010

CIVIC, CULTURAL, AND COMMUNITY ACTIVITIES

- Association of the United States Army
- Boys and Girls Club of South Oakland County
 - Member, Board of Trustees

court admissions

U.S. Ct. of Appeals, 1st Cir.
U.S. Ct. of Appeals, 6th Cir.
U.S. District Ct., N.D. Ga.
U.S. District Ct., N.D. Ill.
U.S. District Ct., N.D. Ind.
U.S. District Ct., S.D. Ind.
U.S. District Ct., D. Mass.
U.S. District Ct., E.D. Mich.
U.S. District Ct., W.D. Mich.
U.S. District Ct., D. Minn.
U.S. District Ct., E.D. Mo.
U.S. District Ct., D. Nev.
U.S. District Ct., N.D. Ohio
U.S. District Ct., S.D. Tex.
U.S. District Ct., D. Wyo.
U.S. Army Trial Judiciary,
2nd Cir.

PROFESSIONAL AFFILIATIONS

- Illinois State Bar Association
- Oakland County Bar Association

PUBLICATIONS

- "A Forward-Deployed Military Attorney with Special Operations Forces," *Michigan Bar Journal* (September 2014)
- "Fraud, Forbearance and Bankruptcy: Proving Fraud and Obtaining a Judgment of Non-Dischargeability in Bankruptcy Court Based on Forbearance Alone," *Michigan Banker Magazine*, Vol. 22 No. 7 (July, 2010)
- "SBM Attorney on Active Duty in the Army," *Michigan Bar Journal* (August 2008)
- "Corporate Takeover Legislation and the Myth of Shareholder Ownership," *Michigan Defense Quarterly*, Vol. 21, No. 1 (July 2004)

REPRESENTATIVE MATTERS

- In a M&A dispute that arose post-closing, served as lead counsel for the buyer in an action in which seller sued buyer in the Delaware Court of Chancery seeking reformation of the parties' written asset purchase agreement (APA) and entry of a court order requiring buyer to transfer and assign to seller a valuable patent that the parties expressly included in their APA and its schedules and exhibits. After moving to dismiss seller's complaint and amended complaint, and pending the court hearing on that motion, negotiated and drafted a settlement agreement and license agreement on terms favorable to buyer under which buyer maintains ownership of the patent in question and seller licenses the rights to use the technology protected by the patent from buyer, in exchange for seller agreeing to pay millions of dollars to buyer.
- Lead counsel for commissioned sales representative in obtaining \$3.25MM in post-termination payments against

its telecommunications service provider principal after nearly four years of litigation in federal court.

- Lead counsel for a California company that purchased royalty rights from a songwriter who later brought claims for damages and seeking rescission of the contracts. Obtained complete dismissal of all claims with prejudice in a federal court action in favor of our client. *Tervanjay Films Inc. v. Music Royalty Consulting Inc.*, No. 20 Civ. 6702 (C.D. Cal. Apr. 20, 2022).
- Lead deal counsel for the buyer in its \$70mm purchase of substantially all of the assets of a wholly-owned subsidiary of a publicly traded company that designs and manufactures high-sensitivity night vision sensors, cameras and systems used in applications for military and commercial customers.
- Lead counsel for the borrower in obtaining \$100MM in direct financing from a private equity lender used for acquisitions and recapitalization.
- Lead counsel to the Board of Directors of an automotive internet marketing company in obtaining dismissal in federal court of all claims brought by its former CEO and shareholder who alleged minority shareholder oppression, breach of contract, and other related claims. Also defeated the plaintiffs' motion to remand the case to state court, motion for leave to file their fourth amended complaint, motion to compel dividends, and motion to stay dispositive motion practice. *MJC Ventures LLC v. Detroit Trading Co.*, No. 2:19-CV-13707, 2021 WL 1212534 (E.D. Mich. Mar. 31, 2021).
- Lead counsel for product inventor in obtaining offensive summary judgment in federal court against the company to which it licensed its invention for breach of the license agreement. *Hoenig Developments, Inc. v. Dial Indus., Inc.*, 213 F. Supp. 3d 895 (E.D. Mich. 2016).
- Lead counsel for a general contractor in a contentious dispute brought by a subcontractor in the Macomb County Circuit Business Court concerning the construction of a new senior assisted living facility. Achieved summary disposition of all of the plaintiff

subcontractor's claims, which was affirmed by the Michigan Court of Appeals. *Get Lifted, LLC v. On-Site Mgmt., Inc.*, No. 349345, 2020 WL 4551312 (Mich. Ct. App. Aug. 6, 2020).

- Lead counsel for logistics provider in obtaining summary judgment on all claims brought in federal court by two former employees who alleged wage & hour and unpaid overtime, which was affirmed by the U.S. Court of Appeals for the Sixth Circuit. *Etherton v. Serv. First Logistics, Inc.*, No. 17-CV-10341, 2019 WL 1077099 (E.D. Mich. Mar. 7, 2019), *aff'd*, 807 F. App'x 469 (6th Cir. 2020).
- Lead counsel for California company that purchased royalty rights from a well-known musician whose estate later brought claims seeking rescission of the contract. Obtained complete dismissal of all claims in a federal court action in favor of our client. *Rice v. Music Royalty Consulting, Inc.*, 397 F. Supp. 3d 996 (E.D. Mich. 2019).
- Lead counsel for an Ohio manufacturing company in obtaining summary judgment of all claims brought by its former CEO who asserted claims under ERISA, 29 U.S.C. §§ 1132(a)(1)(b) and 1132(a)(3), and contract theories and alleged to be owed millions of dollars as supplemental retirement "top hat" payments back from 2006 and continuing forward until his death. The U.S. Court of Appeals for the Sixth Circuit affirmed the trial court's order granting our motion to dismiss the plaintiff's entire case. *Schempp v. GC Acquisition, LCC*, 161 F. Supp. 3d 584, 586 (N.D. Ohio 2014), *aff'd sub nom. Schempp v. GC Acquisition, LLC*, 630 F. App'x 541 (6th Cir. 2015).
- Lead jury trial counsel in Oakland County Circuit Business Court and obtained favorable verdict for the defendant in a breach of contract action concerning an alleged \$1.2MM machine purchase agreement.
- Lead counsel for large commercial builder client in a breach of contract case regarding its construction of a \$23MM senior living facility on property that the builder had repurposed from its prior uses as a church and school. Successfully resolved all claims in the case and concluded the dispute with a sale of the property to a

- private equity group that resulted in a substantial profit.
- Lead counsel for internet service provider in obtaining offensive summary disposition and judgment of \$2.714MM against the client's former employee who breached the terms of a written non-compete agreement.
 - Lead counsel for payment processing and treasury management company in recovering \$1.6MM on its breach of contract counterclaim after two years of litigation in Ohio state court against a publicly traded plaintiff company that had initiated the lawsuit. The plaintiff was seeking to collect the remaining \$1MM it claimed was due on a \$20MM stock purchase agreement. The plaintiff received nothing on its claim, and we obtained \$1.6MM for our client on its counterclaim.
 - Lead counsel for commissioned sales representative in obtaining \$2.614MM in post-termination payments against its an automotive components supplier principal.
 - Lead counsel for two individual minority shareholders in obtaining \$1.7MM and \$1.2MM after they had been frozen out by the majority shareholders of their respective companies.
 - Trial counsel on behalf of a Tier-1 automotive supplier in a five-week federal court jury trial that resulted in a jury verdict of over \$2MM net in favor of our client on its breach of contract counterclaim.