

## Lisa Linklater

Call 1995



### Clerks' Details

 Ian Spencer  
 0113 203 1971

 Nicole Haigh  
 0113 203 1975

### Appointments

- Junior Counsel to the Crown (Regional Panel) (2000, 2007, 2012)
- Accredited Mediator

### Memberships

- Chancery Bar Association
- R3 fellow (association of business recovery professionals) (full member)
- Northern Chancery Bar Association
- Insolvency Lawyers' Association (full member)
- North Eastern Circuit

### Education

- MA Cantab (Law), University of Cambridge (Jesus College), (Class II:i)
- Inns of Court School of Law, London (Very Competent)
- Duke of Edinburgh Entrance Award (Inner Temple)

### Commercial CV

#### Overview

Lisa has forged an excellent reputation as a leading junior in Commercial Chancery cases. She is highly experienced in advising and representing a diverse range of companies, individuals and Government departments (as Junior Counsel to the Crown).

Recent highlights of Lisa's commercial practice include:

- Successfully opposing an application for an injunction to restrain use of a privileged document given for inspection by the Defendant. Lisa is acting for the Claimant in a claim for breach of warranties in a share purchase agreement. The companies purchased by the Claimant constructed, developed and operate wind farms in Scotland.
- Representing at mediation and advising a partner in a family farming partnership in a dispute involving assets with a value of in excess of £6 million.
- Advising a peer to peer pawnbroking platform in respect of loans secured against six ships.

Lisa is a particularly popular choice as Counsel for advice, drafting and advocacy in high value disputes, often involving complex factual and/or legal issues, in the High Court, Chancery Division in the following practice areas in which she has extensive experience:

- Shareholders' disputes (unfair prejudice petitions, derivative claims, petitions to wind up a company on just and equitable grounds and related contractual disputes);

- Corporate and personal insolvency (all aspects of administration, liquidation, bankruptcy, company and individual voluntary arrangements and related litigation);
- Directors' and other fiduciary and trustees' duties (including related claims for knowing assistance/knowing receipt and following/tracing claims and directors disqualification);
- Petitions to wind up companies in the public interest (often involving commercial fraud) and other litigation involving Government departments, including Her Majesty's Revenue and Customs;
- Partnership, LLP and joint venture disputes (including good/bad leaver provisions, construction of partnership and retirement deeds, dissolution and realisation of assets);
- Contractual disputes (including share and business sale agreements, loans and guarantees);
- Real property and trusts, particularly in an insolvency context (e.g. mortgages, LPA receiverships, equity of exoneration, co-owned property, Quistclose trusts and sham transactions); and
- General commercial litigation (equitable remedies including injunctions, confidential information, agency, conversion, nuisance, conflict of laws, commercial fraud and professional negligence).

In 2015 Lisa was appointed as a member of the prestigious expert advisory group on a project on Security Rights & the European Insolvency Regulation. The expert advisory group includes legal experts from London, Spain, Poland, Germany, the Netherlands and France. The project is a partnership between the University of Leeds and other leading universities in Italy, Germany, Spain and Hungary. Lisa is also a member of the advisory board of the Centre for Business Law and Practice at the University of Leeds, which also comprises leading solicitors in international law firms.

## Recommendations

### TESTIMONIALS

“I could not have asked for a better legal team than [solicitor’s firm] and Lisa Linklater”  
Client following mediation (2017)

“This was a fantastic result” Managing director and commercial dispute resolution  
solicitor (2016)

“Your expert presentation of the case to the court was exceptional” Partner and head of  
Commercial Dispute Resolution Department following trial in 2016

“Thank you for your succinct and very helpful skeleton argument”, specialist s9 judge,  
sitting as a High Court Judge, in judgment in 2016

“Miss Linklater’s skilled, probing and detailed cross-examination”, specialist s9 judge,  
sitting as a High Court Judge, in judgment in 2014

### DIRECTORIES

“She is extremely commercial and practical, and has a good rapport with clients.” “Lisa  
Linklater is an experienced Chancery practitioner with extensive expertise in corporate,  
civil fraud and insolvency cases.” **Legal 500 2016, within Commercial, banking, insolvency and  
Chancery law**

“She is very approachable, interacts effortlessly with clients and instils real confidence.”  
**Legal 500 2015**

An experienced junior frequently instructed in the full range of personal and corporate  
insolvency cases”. **Chambers and Partners 2017**

“Experienced advocate with a broad client base ... She’s very good and very thorough -  
you never feel like she’s going into something unprepared.” **Chambers & Partners 2016**

“Fights her case well.” “She doesn’t miss anything and she is always prepared to help.”  
**Chambers & Partners 2014**

## Cases

### SHAREHOLDERS' DISPUTES

Acting for founder shareholder and wrongfully dismissed director of a highly successful family business in an unfair prejudice petition, listed for a 5 day trial in 2018 (Manchester District Registry).

Defending derivative and related personal contractual claims by shareholder against director alleged to have diverted corporate opportunity relating to supply of materials for construction of flood defences in North Yorkshire. Case is listed for trial for 5 days in the Chancery Division in 2017 (Leeds District Registry).

Advising and representing an equal corporate shareholder of a special purpose company whose business is to install and operate a wind turbine on a remote island in Scotland. Instructed in relation to petition to wind up the company on just and equitable ground and on claim further to shareholders' agreement (2016) (Leeds District Registry).

Successfully acted for Claimant in contractual dispute with equal shareholder in companies with the benefit of options to develop land for housing in North Yorkshire. The claim was for a sum in excess of £1 million. The case settled on the first day of a seven day trial in the Chancery Division (2015) (Leeds District Registry).

Succeeded in obtaining significant payment for a former employee in a claim arising from a promised interest in shares of employer by owners/directors of employer company. The case was further complicated because shares in the employer company had been swapped into a major international company (2014).

Lisa successfully acted for the trustee in bankruptcy of a bankrupt shareholder in realising such shareholding for the benefit of creditors by settlement. The case involved many precedent issues on shareholder disputes, specifically unfair prejudice petitions and petitions to wind up a company on the just and equitable ground (2014).

Successfully acted (with Mark Cawson QC of Exchange Chambers) for a minority shareholder in a major print business in Yorkshire, obtaining a share sale order by an unfair prejudice petition. The case settled shortly after issue of proceedings (2013).

## CORPORATE AND PERSONAL INSOLVENCY

Acting in defence of a claim by a company registered in Gibraltar, brought by its liquidators, for recovery of approximately £600,000 alleged to have been paid in breach of a director's duties to that company and related companies in liquidation registered in England. Trial listed for 5 days in 2017 (Manchester District Registry).

Acting for liquidator on misfeasance claims against alleged de facto director for breaches of directors' duties and related claims for preferences and transactions at an undervalue (2017) (Manchester District Registry).

**Re Graico Property Co Ltd** (in administration) [2017] BCC 15 (Norris J) (Leeds District Registry) Acted for administrators on a precedent case on the scope of the court's powers when ending administration.

Represented a German bank in "bankruptcy tourism" case involving issues relating to the centre of main interests of the debtor, a Turkish national who had borrowed significant amounts from Lisa's client to develop property in Germany (2016) (Liverpool).

Successfully represented a former multi-millionaire, who had been made bankrupt following his participation in an aggressive tax scheme that was successfully challenged by HM Revenue and Customs, in opposing an application by his trustee in bankruptcy to suspend his discharge from bankruptcy on grounds of alleged failure to cooperate (2015) (Leeds).

**Pettit v Novacovic** [2007] BCC 462 (Norris J) Succeeded in obtaining payment from agent who had received monies, post bankruptcy, distinguishing *Hollicourt (Contracts) Ltd v Bank of Ireland* in bankruptcy context. Acted on behalf of office holder.

**Re Johnson** [2006] BPIR 987 (HHJ Roger Kaye QC) Represented Official Receiver in precedent case on application by discharged bankrupt for an annulment.

## PARTNERSHIP AND LLP DISPUTES

Lisa is experienced in partnership and LLP disputes in the following sectors: agriculture, law and medicine.

Representing at mediation and advising a partner in a family farming partnership in a dispute involving assets with a value of in excess of £6 million (2017) (Leeds).

Advising a liquidator of a LLP in respect of recoveries against members (2017) (London).

Defending claim brought against retired partner of a partnership between solicitors based on construction of retirement deed (2016) (Hull).

Acting for finance director of solicitors' limited liability partnership in dispute as to whether or not he is a "good" or "bad" leaver and can reclaim capital introduced (2016) (Manchester).

Acted for doctor in a partnership in respect of liabilities for shared expenses of the medical practice (2015).

## DIRECTORS' DUTIES AND OTHER FIDUCIARIES

Defending derivative and related personal contractual claims by shareholder against director alleged to have diverted corporate opportunity relating to supply of materials for construction of flood defences in North Yorkshire. Case is listed for trial for 5 days in the Chancery Division in 2017 (Leeds District Registry).

Acting in defence of a claim by a company registered in Gibraltar, brought by its liquidators, for recovery of approximately £600,000 alleged to have been paid in breach of a director's duties to that company and related companies in liquidation registered in England (2017) (Manchester District Registry).

Acting for liquidator on misfeasance claims against alleged de facto director for breaches of directors' duties and related claims for preferences and transactions at an undervalue (2017) (Manchester District Registry).

Advised liquidators of estate agency company on claims against directors for breaches of their directors' duties and related claims for transaction at an undervalue and preferences. Claim settled with a recovery of £150,000 for the liquidation estate (2016).

Successfully defending two directors on grounds that acted honestly and reasonably in claims by liquidator that allowed co-director to take money from the company (2013).

## CONTRACTUAL DISPUTES

Currently acting for sellers of shares in claim against purchasers for breach of share purchase agreement (2017) (Leeds District Registry).

Lisa is currently acting for the Claimant in a substantial claim for breach of warranties in a share purchase agreement. The companies purchased by the Claimant constructed, developed and operate wind farms in Scotland. Case is listed for trial for 10 days in 2017 (Leeds District Registry).

Successfully acted for major commercial landscaper company in obtaining settlement of a claim in the Mercantile Court against a local authority for breach of a public sector contract relating to groundworks in parks, schools and other amenities under the control of the local authority (2015).

Defended contractual dispute in the Mercantile Court between principal in the financial services sector and agent as to appropriate rate of commission due in respect of introduction of clients' pension funds (2015).

Successfully defended seller of shares in claim for alleged breach of warranties in a share sale agreement relating to a debt collection company in a case involving complex forensic accounting issues on the issue of liability (2015).

## GOVERNMENT LITIGATION

Acting for HM Revenue and Customs in a precedent Missing Trader Intra Community ("MTIC") case where the frauds have taken place "downstream" in other Member States (2017).

Successfully obtained the winding up of a number of companies involved in fraud in the public interest (2017).

Acting on behalf of HM Revenue and Customs in First Tier Tax Tribunal in precedent case in respect of VAT treatment of an item alleged to be food and therefore zero-rated (2017).

Acted for the Secretary of State for Business, Energy and Industrial Strategy in a claim for the disqualification of a director, alleged to have fraudulently obtained a substantial grant from public funds. 11 year undertaking given and accepted (2017) (Middlesbrough).

Lisa successfully represented the Official Receiver in an application to set aside a default costs certificate obtained against a director disqualified for his conduct in Sky Land Consultants plc, which was wound up in the public interest having operated a land banking scheme (2017) (Manchester District Registry).

Lisa acted for the Secretary of State for Business, Innovation and Skills in directors disqualification proceedings against a director of a company that has been wound up in the public interest, tried in the Chancery Division for 5 days (2016) (Manchester District Registry).

Represented the Official Receiver in his own capacity and as liquidator in the insolvency and criminal courts in obtaining delivery up of documents, held by a third party, which applied further to section 59(5)(b) of the Criminal Justice and Police Act 2001 to retain documents, following a declaration that the seizure of documents was unlawful (2015) (HHJ Cooke acting as High Court Judge, Birmingham District Registry and HHJ Laird QC at Birmingham Crown Court)

Successfully obtained orders winding up two companies registered in South and Central America in the public interest on behalf of the Secretary of State for Business, Innovation and Skills. The companies were alleged to be operating in the United Kingdom with a lack of commercial probity (2015) (London).

Acted for the Secretary of State for Business, Innovation and Skills in provisional liquidator application and public interest winding up petition in connection with winding up of business alleged to be trading illegally, without appropriate licences for hire of private hire vehicles and public service vehicles. Lisa has acted on a variety of public interest winding up petitions/provisional liquidator applications (2014).

**Secretary of State for Business, Innovation & Skills v Khan & Warry** [2014] EWHC 1381 (Ch) (HHJ Hodge QC sitting as a High Court Judge, Manchester District Registry) Lisa successfully acted for the Secretary of State for Business, Innovation and Skills in obtaining the disqualification of both a managing and other director of companies which had been involved in an intricate MTIC VAT fraud, involving complex facts. The case is now a leading case on the appropriate period of disqualification in respect of directors of companies involved in such frauds.

Acted for the Secretary of State for Business, Innovation and Skills in provisional liquidator application and public interest winding up petition in connection with winding up of business alleged to be trading illegally, without appropriate licences for hire of private hire vehicles and public service vehicles [2014] EWHC 2432 (Ch) (HHJ Pelling QC sitting as a High Court Judge, Manchester District Registry).

**ICS (UK) Ltd v HM Revenue and Customs** (2013) and **Church Lane Developments Ltd v HM Revenue and Customs** (2013) Successful in two MTIC VAT fraud appeals on behalf of her client in the First Tier Tax Tribunal, one involving a new variant of this type of fraud and the other for a sum in excess of £1 million. Instructed in 2014 to defend substantial MTIC VAT fraud appeal. Appellant withdrew appeal.

**Shaw v Revenue and Customs Commissioners** [2007] STC 1525 (Lindsay J) Successfully responded to appeal against Commissioners' decision to exclude credit for input tax on purchase of motor car by sole trader

## REAL PROPERTY AND TRUSTS, PARTICULARLY IN AN INSOLVENCY CONTEXT

Currently acting in defence of claim of proprietary estoppel in respect of a family farming partnership with assets with a value in excess of £6 million.

Representing a purchaser of a pharmaceutical business in claim brought by landlord of property previously occupied by the business (now in administration) for dilapidations and unpaid rent. Landlord is relying upon *Jervis v Pillar Denton Ltd* for priority over other creditors (2017) (Manchester District Registry)

Advised liquidator in claim by a charity that had awarded a grant to the company that the funds paid were held on Quistclose trusts (2016).

### ***Firstpoint Security Trustee Ltd v Enterprise House Development Ltd & ors:***

Acted for Law of Property Act receivers, appointed by first charge-holder over a former hotel in the Midlands, in defending injunction proceedings brought by second charge holder. Obtained payment from second charge holder (a company incorporated in the British Virgin Islands) to cover certain costs and expenses in the LPA receivership. Successfully obtained settlement of claim (2014)(HHJ Bird sitting as a High Court Judge, Manchester District Registry).

Assisted trustee in bankruptcy in establishing a proprietary interest in the estate of former spouse of the bankrupt, based on the terms of an ancillary relief consent order, extending previous case law. The case settled following draft proceedings, with the debts and expenses of the bankruptcy estate being cleared entirely (2013).

Advised liquidator of company as to whether grant payments made to the company were held further to Quistclose trusts (2016).

## COMMERCIAL LITIGATION

Representing company that bought a pharmaceutical business from a company in administration in claims brought by the administrators that the terms of the business sale agreement have been breached (2017) (Manchester District Registry).

Successfully defended a leading Cheshire restaurant business at a 5 day trial in Manchester in claims by a residential neighbour seeking to close the restaurant on grounds of alleged noise and smell nuisance and breach of restrictive covenant (2016).

Obtained freezing order for leading travel company, based in Yorkshire (2015).

Successfully obtained dismissal of application for injunctive relief on behalf of business selling bedroom furniture for children and subsequent settlement of claim. The Claimant, a major manufacturer of bed products, had purchased a portfolio of properties from administrators in a “fire sale”. The claim centred on allegations of civil fraud by the Defendant in respect of a lease relied upon by the Defendant and whether or not the Defendant had an overriding interest in that property. The case was listed for trial in the Chancery Division for six days (2016) (HHJ Behrens sitting as a High Court Judge, Leeds District Registry).

Advised and represented leading household name in the energy sector in dispute relating to power station in the North West (2015).

Obtained injunction on behalf of an academy in West Yorkshire to help secure pupils and employees following violent threats by a pupil (2014).

**Close Asset Finance Limited v B & ors:** Defended application for repossession of specialist machinery, used to make medical milk for export pursuant to licence, and subject to hire purchase agreements, brought by finance house. The first hearing of the application settled, preserving use of machinery for client during administration (2015) (HHJ Kaye QC sitting as a High Court Judge, Leeds District Registry).

**Oxford RFS v AP & ors** (2013) (Briggs J) Successfully obtained an interim injunction on behalf of a company against a former employee restraining use of confidential information and records taken in a developing technology in the energy sector and subsequently successfully settled claim.

**Paragon Mortgages Ltd v MP** [2011] All ER (D) 65 (David Steel J) Acted for borrower in multi-million pound claims under guarantees and on personal mortgages of buy to let properties in Leeds where LPA receivers had been appointed.

**Lowes v W Machell Joinery Ltd** [2011] EWCA Civ 794, [2012] 1 All ER (Comm) 153 and [2011] EWCA Civ 798 (Rix LJ, Lloyd LJ and Lewison J) Whether a staircase was unfit for purpose under the Sale of Goods Act 1979 due to non-compliance with Building Regulations and the extent to which new points may be taken on appeal and costs consequences.

**GE Money Home Lending Ltd v H C Wolton & Sons Ltd** (t/a Wolton Chartered Surveyors) [2010] All ER (D) 116 (May) [2010] PNLR 28 (HHJ Behrens) Whether or not claim form in professional negligence proceedings could be amended in respect of name of one of the parties outside limitation period.

**Michael Gerson (Leasing) Ltd v Loach and others** [2002] All ER (D) 147 (Jul) (Court of Appeal) (Pill LJ, Robert Walker LJ and Sir Martin Nourse) Succeeded in appeal on issue of construction of chattel leasing agreement.

## Publications

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Member of the editorial board of “The Company Lawyer” (Sweet & Maxwell) from 2001 – 2007, regularly contributing editorials on company, finance and insolvency topics.

Co-author of “Rider, Alexander, Linklater & Bazley: Market Abuse and Insider Dealing” (2nd ed, Tottel Publishing).

Latterly member of the editorial advisory board of “The Company Lawyer” (Sweet & Maxwell).

## Beyond the Bar

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Lisa enjoys spending time with her family, particularly cycling, walking and exploring different parts of the UK coastline and countryside. She also enjoys socialising with friends, as well as following current affairs, listening to music and live entertainment (theatre and opera). Lisa is fluent (conversational) in French and German.