



## Jeffrey W. Post

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### Services

Commercial Law

Non-Competes

Trade Secrets

Litigation

Food & Agribusiness

Cooperatives

Food & Grocery

Shareholder & Partnership  
Disputes

Government Contracts &  
Grants

**Jeffrey is a seasoned litigator with a national practice that focuses on resolving business disputes with an emphasis on trade secret, supply agreement, UCC Article 2 warranty, and agricultural litigation.**

Jeffrey co-chairs Fredrikson's Commercial Law group. He understands that success in commercial litigation demands controlling costs, assessing risk and providing practical solutions.

Jeffrey has successfully resolved numerous disputes through arbitration or trial. He has litigated in twenty-four different states. He was invited to teach trial practice at both Louisiana State University and the National Institute for Trial Advocacy. He has also supervised Fredrikson's litigation associate training for five years.

Most litigation is resolved through written advocacy, and Jeffrey has won numerous summary judgments and has prevailed at the appellate level. Jeffrey is a prolific writer on trade-secret and UCC Article 2 issues and presented numerous times on these issues at state bar events and national conferences. The Minnesota State Bar gave him its author of the year award in 2006.

Jeffrey proactively advises clients on trade-secret and UCC issues based on his hard-earned knowledge of what factors are decisive with arbitrators, judges and juries. Jeffrey's advice allows clients to make the difficult decision prior to incurring significant fees about whether to compromise or litigate based on his twenty plus years of experience.

The size and scope of his clients have ranged from start-up companies, to agribusiness market leaders, to large publicly-held companies. His pro bono activities include having served as a volunteer conciliation court referee in Scott County, Minnesota, and he was part of a team that won the Minnesota First Judicial District Amicus Curiae Award.

## Experience

### Trade Secret/Business Opportunity Litigation

- Represented a manufacturer against claim that manufacturer stole a distributor's trade secrets, violated a non-compete and interfered with the distributor's contracts. The manufacturer counterclaimed for unpaid invoices. Jeffrey convinced the court to grant summary judgment, which resulted in a complete victory for his client on liability. The only trial issue remaining was the manufacturer's damages, and the case settled shortly before trial.
- Represented employer against former employees who set up a competing business. Jeffrey obtained a settlement enforcing the non-compete restrictions.
- Brought a trade-secret claim against a competitor that had founded its business by hiring a former manager. The litigation resulted in a significant cash settlement and the competitor agreeing to non-compete restrictions.
- Represented a software executive and a software engineer in a claim brought against them by their former employer for breach of fiduciary duty and theft of trade secrets. Jeffrey won summary judgment for the defendants, absolving them of all liability.
- Represented a Minnesota company that had a distribution agreement with a foreign manufacturer. Jeffrey was able to convince the arbitrators that the foreign company had used his client's confidential information to steal one of his client's major customers. The arbitration panel awarded his client in excess of \$920,000 in future royalties.
- Represented a family-owned business in trade-secret litigation against a publicly held company. The case resulted in a substantial settlement for Jeffrey's client that included both cash and non-compete restrictions.
- Represented an information technology consulting firm in its case against two former employees and their new employer regarding the theft of the information technology consulting firm's contract. The defendants convinced the district court to dismiss the information technology consulting firm's case, arguing that the firm's claims were barred by the applicable Federal Acquisition Regulation and an Executive Order. The Minnesota Court of Appeals reversed the District Court, which greatly weakened the defendants' position. The parties then settled.
- Advised a major Minnesota manufacturer on a variety of trade-secret issues, including conducting due diligence in supply agreements and protecting trade secrets when high-level scientists depart.

### Complex Equipment/UCC Article 2 Litigation

- Represented a supplier of components to a medical device company. The medical device company terminated the supplier's contract, claiming the supplier breached contract by delivering late. The medical device company counterclaimed. Jeffrey led the client's arbitration discovery and was part of the

trial team that won the arbitration, which resulted in a recovery of the supplier's damages and attorney's fees.

- Represented a purchaser of bleacher materials and its affiliated entities for a speedway project. The supplier sued, claiming that the purchaser had fraudulently induced the supplier to enter into a related contract. Jeffrey led the trial team, and at the close of the supplier's case, the court dismissed the claims against two of three of the purchaser defendants in response to a directed verdict motion made by Jeffrey. The parties reached a mutually acceptable settlement shortly thereafter.
- Represented a supplier of agglomerated protein powder in the dairy industry. The purchaser sued the supplier alleging breach of the supply agreement, and the supplier counterclaimed for breach. After significant discovery and dispositive cross-motions, the parties reached a mutually satisfactory settlement.
- Represented supplier of pollution control equipment. The purchaser sued claiming the equipment was defective. After Jeffrey was able to get the case transferred to a more friendly venue, the parties arrived at a mutually agreeable settlement.
- Represented a buyer on its claim that the seller breached its warranties on the protein powder purchased by the buyer. The seller counterclaimed on a different transaction. Jeffrey persuaded the court to grant summary judgment for the buyer on liability on both the buyer's claim and the seller's counterclaim. As a result, the only issue remaining for trial was the buyer's damages. The case then settled shortly before trial.
- Represented a national door manufacturer against a supplier regarding defective components. After defeating a motion to dismiss and obtaining relief from a bankruptcy stay, Jeffrey successfully negotiated a settlement.
- Represented the purchaser of packaging equipment who claimed that the equipment was defective. Jeffrey won a judgment for the entire amount sought by the Plaintiff.
- Defended a packaging equipment manufacturer against a claim brought by the purchaser that the equipment was defective. The arbitrators not only rejected the purchaser's \$3 million claim, they also awarded Jeffrey's client the unpaid balance of the equipment price.
- Helped a Minnesota company that had purchased defective electric motors from a foreign manufacturer. In a one-week arbitration, Jeffrey was able to establish that the motors had counterfeit bearings and the panel awarded his client \$1.75 million.
- Represented the buyer of several units of heavy construction equipment. Jeffrey guided all the buyer's warranty claims through summary judgment and convinced the court the equipment was defective. As a result, the buyer received a substantial settlement.
- Represented manufacturer of packaging equipment against a claim the equipment was defective. After obtaining a favorable ruling enforcing the purchase agreement's damages-limitations clause, Jeffrey was able to settle the

case.

### Shareholder Litigation

- Represented lender/investor in a series of reverse merger transactions. The lender failed to repay the loans or turnover the shares he owed, so the client filed suit. The defendant made extensive counterclaims against our client. Jeffrey led a trial team that obtained a jury verdict for fraud and breach of contract that resulted in an \$8.8 million judgment.
- Represented two cooperatives who owned a majority interest in a grain-marketing limited-liability company. The minority members sought to dissolve the grain-marketing entity. After an arbitration, the panel ordered a buyout, as opposed to dissolution, which allowed the grain marketing company to continue without significant disruption.
- Represented a cooperative who terminated members based on their alleged misconduct. The members sued and the cooperative counterclaimed. After extensive motion practice and discovery, the parties were able to reach a mutually satisfactory settlement.
- Represented a minority shareholder who was managing the Minnesota division of a multi-state tire and automobile servicing chain. Jeffrey guided the shareholder's breach of fiduciary duty and buyout claim through summary judgment, including the shareholder's claim for continued employment. As a result, the shareholder received a substantial settlement.
- Represented shareholders in a derivative action against the managers and board of a cooperative regarding their alleged mismanagement. The litigation resulted in a substantial settlement for the shareholders.
- Represented two of the largest financial contributors to a project to build a beef-processing facility in Huron, South Dakota. Bringing both direct and derivative claims, the contributors alleged that the defendants misled investors, misused investor funds, and mismanaged the financing and construction of the plant. The litigation resulted in a substantial settlement that allowed the contributors to recoup a very high percentage of their investment in and loans to the project.
- Represented the minority unitholder in a limited liability company. Through preparing a detailed complaint and tough negotiations, Jeffrey was able to get the minority shareholder's entire investment back.

### Other Experience

- Represented two franchisees that were trying to complete the sale of one franchisee to the other franchisee. The Franchisor sued, claiming it had properly exercised its right of first refusal and sought to terminate the selling franchisee. Jeffrey was lead trial counsel. After a three-day bench trial, the court rejected the Franchisor's claim, allowed the franchisees to proceed with the sale, and ruled that our client was entitled to its attorney fees. The parties subsequently resolved their dispute.

- In federal district court in Los Angeles, Jeffrey represented a franchisee who was sued by the franchisor. The franchisor sought to terminate the franchisee. The franchisee counterclaimed for breach of the franchise agreement. The federal court threw out the franchisor's claim on summary judgment. Shortly before trial, the franchisor paid the franchisee to settle the franchisee's counterclaims.
- Represented the sellers of a corporation in a series of lawsuits against the purchaser and series of entities that the purchaser fraudulently transferred assets to. As a result of the litigation, the purchaser was forced to return assets to the sellers and make a series of cash payments that not only satisfied the amounts owed to the sellers, but also covered a significant portion of the sellers' legal fees.
- Represented franchisees in the It's Just Lunch™ franchise system on franchise law, employment issues, and client issues.

## Credentials

### Education

- University of Minnesota Law School, J.D., 1996, *cum laude*
- University of South Dakota, B.A., Political Science and Economics, 1992, *cum laude*, university scholar

### Admissions

- Minnesota, 1996
- South Dakota, 1997
- U.S. District Court for the District of Minnesota, 1998
- U.S. District Court for the District of South Dakota, 1998
- U.S. District Court for the Western District of Michigan, 2013
- U.S. Court of Appeals for the Eighth Circuit, 1998
- U.S. Court of Appeals for the Ninth Circuit, 2007

## Recognition

- North Star Lawyer, Minnesota State Bar Association, 2017-2019
- Elmer H. Wiblishauser Author's Award, 2006
- *Minnesota Super Lawyers Rising Star*, 2002
- Instructor, Louisiana State University Trial Advocacy Program
- Faculty member, NITA Gulf Coast Regional Trial Advocacy Training Program

## Civic & Professional

### Professional Activities

- Minnesota State Bar Association
- Hennepin County Bar Association
- South Dakota Bar Association

## Legal Updates

Legal Update | 09.15.2017

Confirmations and Contracts - How to Avoid A Million-Dollar Mistake

Legal Update | 10.13.2016

Surprise, Surprise. Eighth Circuit Decision Could Unexpectedly Increase Indemnification Liability

Legal Update | 01.21.2016

Top 10 Things to Focus on When Conducting Due Diligence in a Trade Secret Acquisition (Part Two)

Legal Update | 06.23.2015

Top 10 Things to Focus On When Conducting Due Diligence in a Trade Secret Acquisition (Part One)

Legal Update | 01.27.2014

Square Peg Meet Round Hole - Do Design Defects Breach a Warranty Against Defects in Material or Workmanship?

## Publications & Presentations

Presenter, "Board Policy Manuals: A Litigator's Perspective," South Dakota Association of Cooperatives, January 7, 2022

Presenter, "Contracts & COVID-19: What You Need to Know About Orders and Payments," Manufacturing Solutions to COVID-19 Challenges Webinar Series, Session 2, presented by Central Minnesota Manufacturers Association (CMMA), Tri-State Manufacturer's Association (TSMA), Arrowhead Manufacturers & Fabricators Association (AMFA), and the Minnesota Precision Manufacturer's Association (MPMA), March 26, 2020

Presenter, "The Contract Law 50," Minnesota CLE, August 15, 2018

Presenter, "Top 10 Recent Minnesota Commercial Cases Every Business Should Know," Fredrikson & Byron Commercial Law Webinar, June 28, 2018

Presenter, "Due Diligence Deep Dive: Overlooked Areas That Create Unexpected Risk," 4<sup>th</sup> Annual Medical Device Corporate Strategy and Business Development, January 25, 2018

Presenter, "Damages In Business Tort Litigation," Minnesota CLE, November 28, 2017

Presenter, "Essential Terms in Sales Confirmations and Contracts," Minnesota Precision Manufacturing Association, September 21, 2017

Presenter, "Managing Liability in the Sale of Goods and Services: Warranties, Disclaimers, and Limitations of Liability," Minnesota Association of Corporate Counsel, October 13, 2015

Co-Author, UPDATE: "The Secrets of Trade Secrets: Protecting Your Company's Trade Secrets and Protecting Your Company Against Trade-Secret Claims," with Ingrid Culp, Timothy O'Shea and Anupama Sreekanth, March 2015

Presenter, "Your Trade Secret Toolkit: Tools to Help Manage Trade Secret Risks," March 5, 2015

Presenter, "Defusing the Damages Bomb: Best Practices for Establishing, Negotiating and Implementing Sales Contracts," April 2014

Presenter, "UCC-Article 2," April 23, 2014