

**STATE OF MICHIGAN
IN THE CIRCUIT COURT FOR THE COUNTY OF OAKLAND
BUSINESS COURT**

**ANTOINE CHAHINE BADR,
Plaintiff,**

v.

**Case No. 14-138571-CK
Hon. James M. Alexander**

**GLOBAL LOGISTICS AND DISTRIBUTION, LLC, ET AL,
Defendants.**

OPINION AND ORDER RE: SUMMARY DISPOSITION

This matter is before the Court on Defendants Global Logistics, Vincent Wong, Vikeda International Logistics, and 2305136 Ontario’s motion for summary disposition. Plaintiff filed the present suit to recover a “Success Fee” of \$3.5 million for providing management and financial consulting and helping Defendants 2305136 Ontario, Inc. (“2305”) and Vikeda International Logistics (“VIL”) remain viable and in business.

In his Complaint, Plaintiff alleges that he issued an invoice for the success fee to VIL. VIL and 2305 initially made a series of partial payments on this invoice, but shortly thereafter, Defendant Vincent Wong, VIL’s owner and president, shut down VIL’s business operations and transferred said business to Defendant Global Logistics and Distribution (“GLAD”).

Plaintiff alleges that this was done fraudulently and to avoid payment of the success fee. Around the same time, Plaintiff claims that, in lieu of immediate payment, he was promised a 50% shareholding interest in 2305 in return for a \$3,155,000 recorded debt payable on demand. This amount reflected the partial payments received by Plaintiff.

In Paragraph 11 of his Complaint, Plaintiff acknowledges that there is an existing lawsuit pending in the Ontario Superior Court of Justice (Case No. CV-13-10312-00CLa), but claims that it involves different claims – although some of the same parties. Plaintiff concludes this paragraph by alleging, “[t]o the extent that any claim in this lawsuit is inconsistent with a claim in the Ontario Proceeding, the claim in this proceeding is plead (sic) in the alternative.”

According to the Ontario Complaint, Plaintiff, along with an entity he formed to hold the purported ownership interest in 2305, Myant Consulting, filed suit on shareholder oppression claims relating to his promised 50% interest in 2305, as well as seeking recovery of the \$3.5 million success fee.

Not surprisingly, Defendant now claims that it is entitled to summary disposition under MCR 2.116(C)(6), which tests whether “[a]nother action has been initiated between the same parties involving the same claim.” In its Response, Plaintiff argues that “[t]he Michigan lawsuit and Ontario proceeding are plead (sic) in the alternative” and “involve entirely different legal theories and claims, largely distinct parties and only limited overlap in facts.”

In support of their motion, Defendants cite to Plaintiff’s own Complaint, which refers to the Ontario proceeding, alleging that “If Wong and 2305 are able to avoid the promise [the exchange of a 50% shareholder interest for a \$3.155 million debt payable on demand], then VIL remains indebted to Plaintiff for payment of the success fee. . . .” (Complaint at paragraphs 22 and 23). By using such conditioning words, the Plaintiff implies a claim not yet ripe for adjudication.

In any event and by all appearances, the Ontario proceeding is so intricately intertwined with the present case as to render separate proceedings wholly inappropriate at this point. The Court recognizes that Plaintiff, in his Michigan Complaint, seeks access to GLAD as a potential

(fraudulent) holder of assets that may satisfy a judgment on the success fee. But Plaintiff also seeks this relief in the Ontario proceeding against any Respondent that received funds from 2305 or VIL after a certain date – without specifically naming GLAD.

And although the Ontario proceeding involves several more parties, those parties appear to relate to Plaintiff's shareholder oppression claim through his Myant entity. In the Ontario proceeding, Plaintiff seeks to enforce the 50% shareholder agreement, as well as payment of the success fee.

It is apparent to this Court that the factual and legal issues in this and the Ontario proceeding are the same or overwhelmingly and substantially similar. For this reason, Defendants' motion for summary disposition under MCR 2.116(C)(6) is GRANTED, and Plaintiff's Complaint is DISMISSED only as to Defendants Global Logistics, Vincent Wong, Vikeda International Logistics, and 2305136 Ontario.

IT IS SO ORDERED.

June 6, 2014
Date

/s/ James M. Alexander
Hon. James M. Alexander, Circuit Court Judge