

Eric G. Pearson

Partner

epearson@foley.com

Milwaukee
4143197360



Eric G. Pearson is a business litigator who works closely with clients to resolve complex disputes and to manage the associated financial risk or uncertainty. Eric has tried cases before judges, juries, and administrative bodies, and he uses his experience in the courtroom for clients, regardless of whether they choose to pursue litigation or whether they require other practical and efficient solutions for resolving their disputes. Eric is also a certified public accountant, and he uses that experience to present what are often complex commercial, accounting, or tax concepts in a clear and concise manner.

Eric is a partner and member of the firm's Commercial Litigation, Securities Enforcement & Litigation, Tax Controversy, Appellate, and Government Enforcement Defense & Investigations Practices.

Litigation and Dispute Resolution

Eric has considerable experience with litigating and trying complex commercial disputes. He has particular experience with post-merger disputes, including purchase-price adjustments, earnout disputes, and other post-closing escrow disputes. Eric's cases have also included appraisal actions, shareholder disputes, and cases with complex damages issues.

Eric has specific experience representing audit committees of publicly and privately held corporations. This work has included investigations of accounting irregularities or failures of internal controls and often involve coordinating with the client's external auditor. Eric is one of the co-editors of the firm's *Audit Committee Deskbook* (PLI 2023).

Although Eric has litigated cases across the country, he is uniquely familiar with the federal courts in the Seventh Circuit and with the state courts in Wisconsin. Before joining the firm, Eric served as a law clerk for Judge Diane S. Sykes of the U.S. Court of Appeals for the Seventh Circuit from 2007-08. He was president of the Seventh Circuit Bar Association and is a member of the Rules Committee for the U.S. District Court for the Eastern District of Wisconsin. He is also a former chairman of the Wisconsin State Bar's Appellate

Practice Section.

Tax Controversy

Eric is a member of the firm's Tax Controversy practice, and he regularly represents individuals and businesses involved in complex federal and state tax controversies, both in administrative resolution and in litigation.

He is a co-author of the chapter on federal tax procedure in *Business and Commercial Litigation in Federal Courts* (5th ed. 2022) and, while in law school, interned for the IRS Office of Chief Counsel in Milwaukee.

Professional Responsibility

Eric has extensive experience with defending professional malpractice claims against lawyers and accountants. He has defended claims against Am Law 50 firms, mid-size law firms, and national accounting firms. He is the author of the Wisconsin chapter for the American Bar Association's *50 State Survey of Accounting and Auditing Liability Issues* (2021), and he serves as one of the firm's professional responsibility partners, in which he counsels firm lawyers and clients through complex professional responsibility issues. He writes and speaks regularly on ethics issues for lawyers and accountants.

Representative Experience

- Represented the publicly traded downstream subsidiary of a large mutual insurance company in *EMC Insurance Group, Inc. v. Shepard*, 960 N.W.2d 661 (Iowa 2021), an appraisal action brought by the largest minority shareholder. The Polk County District Court and the Iowa Supreme Court held that the minority shareholder failed to perfect his appraisal rights as a beneficial shareholder.
- Conducted an internal investigation for a special committee of the board of directors of a NASDAQ issuer amid a challenge to a shareholder vote. Defended the issuer in connection with an SEC investigation into potential registration-statement violations.
- Represented a multibillion-dollar financial institution in an internal investigation and subsequent SEC investigation stemming from allegations that the bank had fraudulently overstated the value of its loan portfolio to investors and regulators.
- Represented a law firm in *Stifel, Nicolaus & Co. v. Lac du Flambeau Band of Lake Superior Chippewa Indians*, 807 F.3d 184 (7th Cir. 2015), a case involving the issuance of Native American gaming revenue bonds. This work included litigating issues related to tribal jurisdiction, exhaustion, sovereign immunity and the Indian Gaming Regulatory Act simultaneously in federal, state and tribal courts. The matter was tried in state court in a trial to the court (two weeks) before it was settled during a jury trial (scheduled for 10 weeks).
- Represented a provider of legal support services in state and agency proceedings before the administrator of the Wisconsin Department of Financial Institutions (Division of Banking). The administrator conducted a contested-case hearing (four days) regarding the Department's ability to regulate lawyers and legal assistants as adjustment-service companies under Wis. Stat. § 218.02.

- Conducted an internal investigation concerning revenue recognition for an equipment manufacturer and its publicly traded parent. This work included cooperating with the company's Big Four auditor.
- Represented the Milwaukee Metropolitan Sewerage District in *Bostco LLC v. Milwaukee Metro. Sewerage Dist.*, 2013 WI 78, and *Cianciola LLP v. Milwaukee Metro. Sewerage Dist.*, 2011 WI 86, environmental litigation stemming from the district's construction and operation of a deep tunnel project pursuant to the Clean Water Act.
- Represented Albert Trostel & Sons in *Albert Trostel & Sons Co. v. Notz*, 679 F.3d 627 (7th Cir. 2012), on an appeal from an appraisal action brought by a dissenting minority shareholder. The Seventh Circuit affirmed the district court's judgment in favor of Albert Trostel & Sons.

Affiliations

- Seventh Circuit Bar Association (Past President, 2023-2024)
- State Bar of Wisconsin, Appellate Practice Section, past chairman
- Rules Committee for the U.S. District Court for the Eastern District of Wisconsin
- Eastern District of Wisconsin Bar Association, member
- Wisconsin Institute of CPAs, member
- Professional Liability Litigation Committee of the ABA's Section of Litigation, member
- *Marquette Law Review*, member

Presentations and Publications

- Co-editor, Audit Committee Deskbook, Practising Law Institute (2024)
- Co-author, Tax chapter in *Business and Commercial Litigation in Federal Courts* (5th ed. 2022)
- Author, "Accounting and Auditing Liability Issues in Wisconsin," *ABA 50 State Survey of Accounting and Auditing Liability Issues* (2021)
- Co-author, The Attorney's Guide to the Seventh Circuit Court of Appeals (8th ed. 2024)

Sectors

- [Environmental & Product Stewardship](#)
- [Manufacturing](#)
- [Smart Manufacturing](#)

Practice Areas

- [Appellate](#)
- [Commercial Litigation](#)
- [Environmental, Social, and Governance \(ESG\)](#)
- [Government Enforcement Defense & Investigations](#)
- [Litigation](#)
- [Securities Enforcement & Litigation](#)
- [Tax Controversy](#)

Education

- Certified Public Accountant
- Marquette University (J.D., summa cum laude, 2007)
- Marquette University (B.S., summa cum laude, 2005)

Admissions

- U.S. Tax Court
- U.S. Courts of Appeals for the Second and Seventh Circuits
- U.S. District Court for the Eastern District of Wisconsin
- U.S. District Court for the Western District of Wisconsin
- Wisconsin