



## **CAROLINE C. VINCENT, ESQ.**



### **REPRESENTATIVE CASES BANKING / FINANCE/ SECURED TRANSACTIONS**

Ms. Vincent has over 20 years of solid legal experience specializing in complex business, banking, finance and real estate transactional matters with multinational firms (5 ½ years) and in her own practice. Substantial experience in domestic and international mergers and acquisitions, lender representation, corporate finance, commercial loans and lines of credit, letters of credit, construction loans, secured transactions (UCC Art 9), bankruptcy issues, syndications and related securities matters, corporate/partnership/business organizations and dissolutions, franchises, distributorships, license agreements, international business transactions, joint ventures, non-profits, private placements, employment agreements, business and tax planning, intellectual property, venture capital, work outs, foreign disclosures and registrations.

Industries and types of clients represented include national banks, venture capitalists, institutional and non-institutional lenders and borrower, real estate and investment broker/dealers, various financial institutions, hotel & resort developers and managers, high technology and inventions, radio stations, computer software manufacturers and distributors, importers and distributors of various health care products, clothing industry, publication contracts for authors, restaurants, video production and licensing.

International experience includes mergers and acquisitions and real estate development for numerous Japanese corporations doing business in California, Hawaii and Guam, significant representation of and specialization in Australian companies doing business in the United States, and representation of other foreign nationals doing business or investing in real estate and other enterprises in the United States (emphasis on Asian and Pacific Rim companies).

### **Representative Mediation/Arbitration Cases:**

- Numerous audit cases, including music recording contract accounting dispute; multi-million dollar breach of contract and audit issues between municipality and programs subcontractor.

- Accounting dispute in amount owed on promissory note secured by Deed of Trust where no one had complete records, issues included shifting burdens of proof.
- Several accounting malpractice cases, involving a variety of accounting allocation, taxation, auditing and reporting issues.
- Multiple real estate foreclosure matters involving proof that plaintiff lender owned the secured note.
- Multiple disputes between borrowers and guarantors as to the amount owed, applicable security, exoneration issues and disputes re ownership in business or property subject to the loan/security.
- Financial elder abuse and non-elder financial fraud claims (one common example is that a family member transfers real property title into their name to borrow new money, but fails to honor their promise to transfer the property back to the original owner).
- Numerous work outs of real estate and commercial indebtedness.
- Expertise in forging solutions for parties where defendant needs assistance with a payment plan including in camera review of financial statements; assessment of company financials; discussions with accountant/CFO; mediator proposals based upon multiple levels of company approval in larger companies where indebtedness is an issue.
- Design of and participation in dispute resolution programs between automobile manufacturers/parent and dealerships with respect to franchise relationship, advertising allocations, credits for sales and other financial issues.
- Mediation between father and son involving restructure of \$2,000,000 long term buyout of shares and long term employment agreement which was terminated due to economic downturn in business.
- Mediation of dissolution of 3 person law partnership, and agreement about allocation of receivables, payables, and on-going client matters.

- Mediation between public company and former CEO/founder over a variety of financial claims and issues valued at over \$200 million.