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Post-Closing Price Adjustment Transactions

Caroline Vincent has mediated or arbitrated over 100 business related disputes. During her 27-year legal career, she devoted 6 years to high-end transactional practice, with significant experience in corporate/partnership/business organizations and dissolutions, franchises, distributorships, license agreements, intellectual property issues, mergers and acquisitions, international business transactions, joint ventures, non-profits, corporate finance, private placements, syndications and related securities matters, employment agreements, business and tax planning, secured transactions, venture capital, work outs, foreign disclosures and registrations, and business related environmental matters. Industry expertise includes radio stations, hotels, software manufacturers and distributors, health care, high technology and inventions, garment industry, banking and lender representation.

Banking & Finance:

- 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.

Post-Merger, Purchase & Sale Transactions:

- Mediation of purchase of medical services company with multi-million dollar disputed issues concerning post-closing adjustments as to receivables, accounting for governmental reimbursements as stated in the pre-closing financial statements.

Commercial Contract/General Business:

- MEDIATION between public company and former CEO/founder/inventor over a variety of financial claims, primarily over ownership and control of the development to market of proprietary software key to the company's future valued at over \$200 million.
- MEDIATION of dissolution of 3 person law partnership, resulting in agreement about allocation of receivables, payables, and on-going client matters.
- ARBITRATION of issue regarding liability of buyer for invoices generated prior to sale, assumed in writing by buyer, but representing prior relationship with seller; award for seller.
- MEDIATION of dispute between father and son involving restructure of \$2,000,000 stock purchase agreement.
- Facilitation of ARBITRATION panel and also MEDIATION of various disputes between dealerships and manufacturers.
- MEDIATION between major Southern California grocery chain and governmentally mandated "spin off" purchaser of store, resulting in dispute over use clause in long term low rent commercial lease assigned by tenant/grocery chain seller.
- MEDIATION of multi-million dollar development joint venture where agreement was silent on payment of construction cost overrides.
- MEDIATION of legal malpractice claims involving advice to trustee of trust found by State of California to be a charitable trust, and representation in litigated matter.
- MEDIATION of several family business trust and estate matters, including dispute over management and control of multimillion-dollar business trust, between partner of deceased husband (business trustee) and wife and children of deceased husband's estate, residuary beneficiaries of business trust.
- Claim against guarantor who was also officer of the defendant company, coupled with claim for fraudulent transfer of real estate by guarantor to family member to frustrate P's collection efforts.
- Claim for tattoo business lost profits, attorney fees and constitutional liberty interest, based upon the city's zoning laws wrongfully prohibiting the plaintiff's ability to open a business. Issues involved establishing damages with receipts where there was a lack of good records, and reputation through press releases to establish strong client following.

- Franchise breach of contract mediation involving failure to pay franchise fees and national advertising fees.
- Mediation involved a purportedly stolen expensive painting by a former spouse, and was difficult to resolve due to the unknown whereabouts of the painting.
- Business dispute where an LLC was set up and plaintiff contributed services to build and run a restaurant on property "contributed" by D, but several years later plaintiff discovered that defendant did not transfer the property into the LLC, and then evicted plaintiff and used the property for a subsequent restaurant operation.
- Billing practices claim due to different interpretations of contractual terms between dialysis group and large medical services provider.
- Tattoo artist claimed she was denied the ability to practice her art under city business license statutes. Issues involved zoning restriction, attempts to find a suitable alternate location and lack of a track record to establish lost profits.
- Multimillion dollar patent/trademark infringement case arising out of long term distribution agreement between companies using similar products with same tradename.
- Accounting dispute about the amount owed on promissory note and secured by deed of trust where no one had complete records. Issues included shifting burdens of proof based upon existing documentation.