

Caroline C. Pace *Senior Associate*

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Overview

Caroline Pace built a practice focused on advising clients on corporate and transactional matters. She represents buyers and sellers in a wide variety of industries as they grow, acquire, merge, or divest assets. In addition to participating in negotiations, Caroline prepares and reviews all business documents including, but not limited to:

- membership interest purchase agreements,
- promissory notes and security agreements,
- commercial leases,
- joint venture agreements,
- employment agreements,
- construction contracts,
- vendor and sales agreements,
- financing documents, and
- commercial contracts.

Education

University of Houston Law Center, J.D.
University of Houston, M.A.,
Administration and Supervision
University of Houston, M.A., Curriculum
and Instruction
University of Texas, B.A.

Practice Areas

Corporate, Business Transactions and Tax

Intellectual Property

Caroline works with clients to ensure that all transactions, documents, and policies are in compliance with existing state and federal regulations. She also advises clients on which corporate structure is appropriate for their business in order to reduce tax and legal liabilities. For some of her clients, she becomes their corporate attorney counseling them on matters arising from day-to-day operations. Caroline's ability to form lasting relationships and provide excellent service, positions her to provide clients legal advice as they grow from a start-up to a publicly-traded company.

Admissions

Texas
United States District Courts: Southern,
Northern, Eastern, and Western Districts of
Texas

Caroline's formal education and corporate experience facilitated her ability to develop a robust intellectual property practice. She assists clients in preparing licenses, concurrent use agreements, and

assignments. She has registered and enforced over 100 trademarks. Caroline has experience in creating brand management agreements, obtaining rulings for trade secrets misappropriation, and breach of covenant not to compete.

When Caroline is not in the office, she can be found playing flag football, running in the park, swimming laps in the pool, or supporting her favorite charities.

Representative Experience

Corporate

- Represented buyer in the preparation of Membership Interest Purchase Agreement and two Stock Purchase Agreements for the acquisition of privately-held wealth management companies.
- Represented buyer in the preparation of Membership Interest Purchase Agreement for the acquisition of a talent agency.
- Represented seller, along with Husch Blackwell, in the sale of a \$600M regional hospital to HCA Healthcare.
- Prepared International Sales Contract on behalf of a domestic oilfield equipment manufacturer for the sale of seal test systems to a Chinese company.
- Prepared Master Service Agreement on behalf of a digital technologies company for staffing services.
- Prepared Promissory Note and Security Agreement, Guarantee and Intercreditor Agreement between a yoga studio and private investors.
- Prepared commercial leases, construction contracts, operating agreements, shareholder agreements, corporate resolutions, employments agreements, and NDAs for companies in various industries.
- Prepared documents for the acquisition of a privately-owned, residential home engineering and inspection company by private equity.
- Prepared licensing, fabrication and employment agreements to monetize and protect water reclamation and desalination technologies.
- Prepared documents for the acquisition of outstanding minority interests in proprietary pipe coating manufacturer by majority equity owner.
- Advised e-commerce, start-up company on corporate governance, operations and intellectual property issues; prepared end-user agreement and related documents.

- Prepared Master Service Agreements between research organization and manufacturer to develop the large-scale production of certain cancer-fighting compounds, with special attention to indemnities and intellectual property rights.
- Prepared Joint Venture Agreement between an oilfield controls company and drilling fluids instrumentation company with special attention to intellectual property rights, operations-related obligations and a waterfall structure for the allocation of revenues.
- Prepared legal opinion regarding mechanisms of exiting or dissolving a joint venture between two oilfield equipment providers, with attention to tax implications.
- Prepared vendor and sales agreements, master service agreements, joint venture agreements, distribution contracts, franchise agreements, and other commercial contracts involving various industries.

Intellectual Property

- Prepared licenses, concurrent-use agreements, and assignments.
- Represented the corporate owner and operators of 135 bars and restaurants in matters involving trademark registration and enforcement.
- Prosecuted and defended trademark proceedings before the Trademark Trial and Appeals Board.
- Obtained federal trademark registrations.
- Deposed more than 30 fact and expert witnesses in a mass tort matter.
- Prepared brand management agreements, licenses, end-user license agreements, and NDAs to protect or transfer intellectual property.
- Prosecuted and maintained more than 100 trademark registrations.
- First-chaired dispute involving the cancellation of a competitor's federal trademark registration in case pending before the Trademark Trials and Appeals Board.
- Obtained dispositive ruling on claims for trade secret misappropriation and breach of covenant not to compete and on behalf of provider of geological services.
- Recovered damages from a large, state bank and obtained agreement requiring it to abandon use of its confusingly similar trademark, cancel its federal trademark registration, and pay damages.
- Defended state credit union against claims of copyright infringement, trademark dilution and unfair competition by national advertising agency.

Articles and Publications

- Top-Level Domain Names: A New Frontier, *Litigation Alert*, (July 2014).
- Tort Recovery for Medicare Beneficiaries: Procedures, Pitfalls and Potential Values, *The Houston Lawyer*, Vol. 49, at 24-29 (Mar./Apr. 2011).
- Nash Baker, *The Houston Lawyer*, Vol. 49, at 49 (Sept./Oct. 2011).
- The Senior Lawyers Committee, *The Houston Lawyer*, Vol. 49, at 41 (July/Aug. 2011).
- Snyder v. Phelps: The United States Supreme Court Rules that the First Amendment Protects Public Speech that Exploits Family's Grief, *The Houston Lawyer*, Vol. 48, at 44-45 (May/June 2011).
- Clark Thompson, Breaking the Cycle of Poverty, *The Houston Lawyer*, Vol. 48, at 18-19 (May/June 2011).
- The Trial, *The Houston Lawyer*, Vol. 48, at 38 (Mar./Apr. 2011).

Honors and Awards

2017 Texas Super Lawyers Rising Star—Intellectual Property