



Jennifer Taylor

Partner

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Jennifer Taylor is a partner in O'Melveny's corporate finance and restructuring practice groups. She is also a member of O'Melveny's Fintech and Emerging Technologies industry groups. Jennifer has deep experience negotiating debt financing transactions of all varieties, including financings for leveraged buyouts, secured and unsecured working capital facilities, venture debt facilities, and other structured financings, including mezzanine loans, high yield, and DIP financing for debtors in bankruptcy.

In the restructuring realm, Jennifer represents clients in connection with workout transactions and Chapter 11 reorganizations. She also regularly represents investors in connection with distressed acquisitions of businesses and debt.

Jennifer was recently selected as a member of *ABI's* 40 under 40 Program (2019). Jennifer has been recognized by *Legal 500* (2017) and recognized as a "Rising Star" by *Law360* (2016) and the International Women's Insolvency & Restructuring Confederation (2014).

Experience

Illustrative Restructuring and Distress Experience

- Secured lender, Franklin Templeton, in the chapter 11 reorganization of **Appvion**, producer of specialty coated paper and pulp. Franklin's acquisition of Appvion was the recipient of the M&A Advisor's Turnaround Award for "Distressed M&A Deal of the Year" (2018)
- **Puerto Rico Fiscal Agency and Financial Authority** in the restructuring of the debt obligations of Puerto Rico

Admissions

Bar Admissions

California

Court Admissions

U.S. District Court for the Northern, Central and Eastern Districts of California

U.S. Court of Appeals for the Second Circuit

Education

University of California, Hastings College of the Law, J.D.: *cum laude*;
Member: *Hastings Law Journal*;
Recipient: American Bankruptcy Institute Medal of Excellence, Witkin Award for Academic Excellence in Bankruptcy, CALI Awards in Legal Writing and Research, Bankruptcy, and Secured Transactions

Stanford University, B.A., Political Science and Economics

- **Verso**, producer of specialty paper and pulp, in its chapter 11 reorganization
- Kern Cal Oil 7 in the distressed acquisition of oilfield assets through a section 363 sale in the chapter 11 bankruptcy of **All American Oil & Gas**
- Finisar, a publicly traded manufacturer of optical communication components and subsystems, in the acquisition of Texas-based real estate through a section 363 sale in SunEdison's chapter 11 bankruptcy
- Round Hill Investments in the acquisition through a section 363 sale in the chapter 11 bankruptcy of historic candy company **NECCO**
- Ad hoc group of pass-through certificate holders in the out-of-court acquisition and restructuring of **Coso Geothermal**, operator of geothermal power facility in eastern California
- Ad hoc group of first lien lenders in the out-of-court restructuring of **Foresight Energy**, leading producer of thermal coal
- BeachPoint Capital as secured creditor in the chapter 11 bankruptcy **Variant Holding Company**, owner and operator of multifamily residential, self-storage and office properties
- **Panavision Inc.**, the world's leading designer and manufacturer of high-precision lenses for the motion picture and television industries, in an out-of-court recapitalization
- **Hancock Fabrics**, specialty retailer of crafts and fabrics, in its chapter 11 bankruptcy
- **Cal Dive International**, offshore construction and services, in its chapter 11 bankruptcy. The Cal Dive matter garnered the Turnaround Atlas Award for "Cross-Border Distressed M&A Deal of the Year (Middlemarkets)" (2016)
- Clearlake Capital in the successful acquisition of clothing retailer **Ashley Stewart** through a section 363 sale. The acquisition was named as M&A Advisor's "Restructuring of the Year" (2014)
- The Ad Hoc Group of Second Lien Lenders in the chapter 11 case of **AMF Bowling**, including the acquisition of the company and merger with Bowlmor. The matter received the Turnaround Atlas Award for "Restructuring of the Year" (2014)
- **Suntech Power Holdings**, solar panel manufacturer, in its New York-based chapter 15 and Cayman-based restructuring proceedings
- Department store **Gottschalks** in its chapter 11 bankruptcy case
- Official committee of unsecured creditors in the Chapter 11 reorganization of **Philadelphia Newspapers**
- Lennar as the largest unsecured creditor and 16% equity holder in the chapter 11 of **LandSource**, a developer of master planned communities. The LandSource restructuring was awarded Global M&A Network's Turnaround Atlas Awards for the Reorganization of the Year (2010)
- Lenado Capital Partners as first lien lender in the chapter 11 bankruptcy of **Movie Gallery** and **Hollywood Video**, movie and game rental companies
- Saga Investments, LLC in its acquisition of the assets of **deCODE genetics, Inc.**, the genetics research giant, through a section 363 sale in deCODE's chapter 11 case
- Printronix, an entity controlled by Vector Capital, in its acquisition of assets from **TallyGenicom LP**, manufacturer of laser and line matrix printers, in TallyGenicom's chapter 11
- **Advanced Marketing Services**, a major distributor of books to retailers, in its chapter 11 case, including 363 sales of its two major business divisions

- Cable Internet company **Excite/At Home** in its chapter 11 proceeding, and the At Home Liquidating Trust in the winddown of the estate

Illustrative Corporate Finance Experience

- **Urovant Sciences**, publicly traded clinical-stage biopharmaceutical company focused on developing and commercializing innovative therapies for urologic conditions, in connection with its \$100 million credit facility from Hercules Capital
- A leading investment fund focusing on investments in energy and related sectors in its debt investments in **Workhorse Group**, designer and manufacturer of battery-electric power trains
- **Appvion**, a major producer of specialty coated paper and pulp, in connection with its \$105 million term loan facility and \$80 million ABL facility
- Franklin Templeton in its debt investment in **Cantium**, a full-service oil and gas operator
- A leading family office in its second lien notes investment in **Fabletics** and their related membership-driven fashion brands
- **Centrus Engery Corp.**, a leading supplier of enriched uranium fuel for commercial nuclear power plants, in its \$234 million exchange offer
- **Resources Global Professionals**, a publicly-traded global consulting firm, in connection with its \$120 million revolving credit facility agented by Bank of America, N.A.
- [24]7 Customer, Inc., a global provider of customer engagement software and services, in connection with its \$125 million secured revolving credit facility
- **BeachPoint Capital** in a debt investment in a Certares-led joint venture into which American Express spun off its Global Business Travel division.
- **Sphere 3D** and **Overland Storage**, a publicly-traded company providing containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premise implementations, multiple term loan and revolving credit facilities
- **RSI Corporation** in connection with its \$350 million senior secured revolving credit facility and its \$550 million secured bond financing
- **Nektar Therapeutics**, a San Francisco-based biopharmaceutical company, in a 144A offering of \$125 million of senior secured notes
- **Healthcare Trust of America**, a publicly traded REIT and leading owner of medical office buildings, in loan transactions raising up to \$1.3 billion
- **Deutsche Bank** in connection with \$300 million refinancing of a senior secured credit facility to Hexcel Corporation
- **Avenue Capital** as lead investor in multiple tranches of debt financing to Nextwave Wireless, a provider of next generation multimedia and wireless broadband technology
- **Corinthian Colleges**, one of the largest post-secondary education companies in North America, in connection with the refinancing of its syndicated credit facility and its strategic acquisition of Heald College
- **Wells Fargo Bank** in connection with the financing of the leveraged acquisition of one of the world's largest floral marketers

- **Planet Financial Group, LLC** in connection with two fully secured credit facilities of \$140 million and the acquisition of existing scratch and dent residential mortgages
- A leading U.S. investment bank in connection with the arrangement of \$2.1 billion in senior secured credit facilities for the acquisition of the Washington Group by **URS Corporation**
- **Montreux Equity Partners** in connection with credit facilities for its portfolio companies
- **Seidler Equity Partners** in connection with credit facilities for its portfolio companies, including Rawlings Sporting Goods and Hal Leonard
- **Clarity Partners, LP** in connection with credit facilities for its portfolio companies, including Naylor
- **Francisco Partners, LP** in connection with various credit facilities for its portfolio companies, including Healthland and API Healthcare
- **Vector Capital** in connection with portfolio company financings, including Printronix
- A variety of emerging growth technology companies in connection with their debt facilities from venture lenders such as Silicon Valley Bank, TriplePoint Capital, Hercules Capital, Square One Bank, Fortress, and others

Illustrative Pro Bono Experience

- **TMC Development Working Solutions**, non-profit micro-finance lender, in connection with its loans to women- and minority-owned small businesses
- **Verdugo Mental Health**, a nonprofit mental health clinic, in its chapter 11 proceeding. The transition of VMH's services garnered a commendation from the Los Angeles County Board of Supervisors.

Professional Activities

Clerkship

- Hon. Leslie Tchaikovsky, US Bankruptcy Court, Northern District of California

Externships

- Hon. Whitney Rimel, US Bankruptcy Court, Eastern District of California
- Hon. Maxine Chesney, US District Court, Northern District of California

Member

- Financial Lawyers Conference (Board of Governors)
- Financial Women's Association of San Francisco
- Northern California Chapter of the International Women's Insolvency and Restructuring Confederation (former Co-Chair)
- San Francisco Botanical Garden (Board of Directors)

Author

- "Some Bargain: How Bankruptcy Courts May Now Require a Debtor to Relinquish Expectations of Privacy as a Condition of the Bankruptcy Bargain," *56 Hastings L.J.* 609 (2005)

Co-Author

- "Legal Considerations for Distressed Debt Investors," *The Recorder* (August 26, 2020)

- “CARES Act Expands Simpler Bankruptcy Restructuring Under New Subchapter V to Businesses With up to \$7.5 Million in Debt,” *Journal of Bankruptcy Law* (August 18, 2020)
- “Best Practices for Agents and Trustees Dealing with Distressed Credits,” *ABI Journal* (July 2020)
- “The Cryptic Case of Cryptocurrency Security Interests: Have You Properly Perfected Your Interest In Cryptocurrency And Blockchain-Based Assets?,” *BlockTribune* (2019)
- “Recent Developments Affecting Workouts of Secured Loans,” *8 Pratt’s J. Bankr. L.* 679 (2012)
- “Seventh Circuit Takes the (River) Road Less Traveled, Creating a Circuit Split on the Issue of Right to Credit Bid a Sale Pursuant to a Chapter 11 Bankruptcy Plan,” *7 Pratt’s J. Bankr. L.* 708 (2011)
- “Bad Bankruptcy Citizen,” *The Deal* (April 2010)
- “Working Through a Workout: A Practitioner’s Guide from the Perspective of Private Equity Sponsors, Venture Capital Funds and Other Significant Equity Investors,” *5 Hastings Bus. L.J.* 101 (2009)
- “Travelers and the Implications on the Allowability of Unsecured Creditors’ Claims for Post-Petition Attorneys’ Fees Against the Bankruptcy Estate,” *81 Am Bankr. L.J.* 123 (2007), reprinted in *29 Cal. Bankr. J.* 379 (2007)
- “Sustaining Power: Applying 11 U.S.C. § 366 in Chapter 11 Post-BAPCPA,” *22 Bankr. Dev. J.* 371 (2006)

Speaker

- One Year Into COVID-19: Trends and Forecasts in Commercial Restructurings, Bar Association of San Francisco (April 20, 2020)
- “Distressed Company Priming Transactions”, International Women’s Insolvency and Restructuring Confederation (March 2021)
- “Fraud and the Implications for Claims Trading and Plans,” American Bankruptcy Institute Winter Leadership Conference (December 4, 2020)
- “Musings of a Chapter 11 Mind,” National Conference of Bankruptcy Judges (October 23, 2020)
- “Insolvency in the Time of COVID-19: Guidance for Directors and Officers,” Forum for Corporate Directors OC (September 10, 2020)
- “Perfecting and Enforcing Security Interests in Cryptocurrencies”, International Women’s Insolvency Confederation Regional Conference, Napa (September 2018)
- “Bankruptcy Issues Related to FinTech & Cryptocurrency,” The Bar Association of San Francisco (June 2018)
- “Drilling Down: Issues in Oil and Oilfield Services Bankruptcies”, Financial Lawyers Conference, Los Angeles (January 2017)
- “Nuts & Bolts of Real Estate Restructurings,” Financial Lawyers Conference, Los Angeles (June 2016)
- “Emerging Technologies in Big Law,” Stanford Law School, Palo Alto (April 2016)
- “Makewhole Mishaps, Collateral Gaps, and Interest Caps,” Financial Lawyers Conference, Beverly Hills (February 2015)
- “IP Issues in Business Transactions 2014,” Practising Law Institute, San Francisco (February 28, 2014)

- “The Ins and Outs of DIP Financing: Good Money After Bad (How to Make DIP Financing Better),” American Bankruptcy Institute, Incline Village (August 23, 2013)
- “ABI Commission to Study the Reform of Chapter 11,” American Bankruptcy Institute, Tucson (November 30, 2012)
- “DBSD v. DISH: Designation, Gifting, and Standing . . . Did the Second Circuit Get it Right (And what are the implications for the loan market?),” Loan Syndications and Trading Association, New York (March 9, 2011)
- “After Philly News, Pacific Lumber, Chrysler, and Metaldyne: Plans, Sales, Secured Lenders’ Objections (And More),” Financial Lawyers Conference, El Segundo (December 9, 2010)
- “Bankruptcy Practice: A Practical Primer Taught by Court Attorneys,” Pincus Professional Education, San Francisco (May 10, 2007)

Honors & Awards

- *Chambers USA* “Up & Coming” in Bankruptcy/Restructuring (2021)
- *Lawdragon 500* Leading US Bankruptcy & Restructuring Lawyers (2020)
- Selected as a member of *ABI’s* 40 under 40 Program (2019)
- Recommended by *Legal 500* for Finance - Restructuring (Including Bankruptcy) - Corporate (2017)
- Recognized as a “Rising Star” and one of the “top bankruptcy attorneys under 40” by *Law360* (2016)
- Recognized as a “Rising Star” by the International Women’s Insolvency & Restructuring Confederation (2014)
- Recognized as a Northern California “Rising Star” by *Law & Politics Media Inc.* (2012-2015)
- Warren Christopher Values Award (2013)
- American Bankruptcy Institute Medal of Excellence (2004)