

BIO

CAROLLYNN H.G. CALLARI
c/o Callari Partners LLC
One Rockefeller Plaza, 10th Floor
New York, NY 10020
(212) 202-3055
Email: ccallari@callaripartners.com

File Date: 1/20/15

<u>I. Profession</u>	<u>Accrediting Agency or Jurisdiction</u>	<u>Date of Admission</u>
Attorney	New York State Bar Association	1995
	New Jersey State Bar Association	1995
	SDNY	1995
	EDNY	1995
	Willkie Farr & Gallagher LLP	1994-2008
	Venable LLP	2008-2014
	Callari Partners LLC	2014-Present

<u>II. Professional Organization</u>	<u>Date of Admission</u>	<u>Active/Inactive</u>
American Bankruptcy Institute	1996	Active
Association for Corporate Growth	2007	Active
Turnaround Management Association	2005	Active
Opus Connect	2012	Active
BAR:		
New York	1995	Active
New Jersey	1995	Active
SDNY	1995	Active
EDNY	1995	Active

III. General professional experience:

Ms. Callari has practiced as a lawyer in the areas of bankruptcy and corporate law at AmLaw 100 firms in New York for approximately twenty years, and her experience has touched all aspects of sophisticated insolvency work:

1994-2008 -- Willkie Farr & Gallagher LLP
2008-2014 -- Venable LLP

IV. General pertinent experience:

During her legal career, Ms. Callari has participated as a party in various mediations, including in the Lehman bankruptcy case. She also recently refreshed her skills by completing the American Bankruptcy Institute 40-hour bankruptcy mediation program at St. John's University School of Law.

V. Mediation training:

American Bankruptcy Institute 40-hour bankruptcy mediation program at St. John's University School of Law.

VI. Pertinent bankruptcy training:

Ms. Callari has practiced as a lawyer in the areas of bankruptcy and corporate law at AmLaw 100 firms in New York for approximately twenty years, and her experience has touched all aspects of sophisticated insolvency work:

1994-2008 -- Willkie Farr & Gallagher LLP
2008-2014 -- Venable LLP

Debtor Representations.

Manage all aspects of business reorganizations and restructurings. Represent debtors in complex chapter 11 cases, from initial meetings with clients and preparation of cases through confirmation of plan of reorganization, including: developing strategy for cases; engaging in negotiations with creditors; preparing presentations to boards of directors; reviewing company business plans and negotiating plans of reorganization; preparing "first-day" motions and other pleadings throughout case; handling asset sales including auctions; supervising preparation of schedules and SOFAS and other required reports; preparing witnesses; conducting discovery, including taking and defending depositions; drafting and negotiating settlement agreements; negotiating lease terminations and amendments; managing claims reconciliation and objection process; conducting avoidance claims analysis; and preparing disclosure statements, plans of reorganization and related documents. Represent Foreign Representative in Chapter 15 case. Represent litigation trustee in avoidance actions seeking recoveries in excess of \$140 million. Representative debtor representations include: Hechinger's, Inc.; Petrie Retail, Inc., Starter, Inc., Werner's; G&G Shops; Winkelman's; and NEG PSE&G.

Creditor Representations.

Represent creditors, landlords, financial advisors and other parties in interest in bankruptcy cases and in nonjudicial settings including appearances in court to protect clients' interests, preparing and defending proofs of claim, objecting to DIP financing motions, disclosure statements and plans, and defending against avoidance actions. Extensive representation of special servicers in and out of

bankruptcy cases including General Growth Properties, Extended Stay Inc., Borders Inc., and Great Atlantic & Pacific Tea Company. Originated representation of (i) creditors in bankruptcy-related litigations, (ii) credit unions ad hoc committee in bankruptcy case, and (iii) landlords in Borders case. Represented REPO counter-party with \$700 million claim in Lehman Brothers Holdings, Inc. chapter 11 case, including successful mediation of claim. Advise clients on sale of claims.

Corporate Counseling/Private Equity Investment Representations.

Advise clients in connection with asset preservation and bankruptcy strategies, and respecting investment opportunities. Responsible for originating private equity and family office representations. Represent private equity and family office clients in connection with distressed investments, including investments ranging from \$5 million investment to \$365 million acquisition. Advise clients on bankruptcy issues in connection with corporate transactions. Provide bankruptcy counseling and opinions in connection with securitizations and structured finance transactions. Successfully defended principal in veil piercing litigation. In collaboration with clients, draft and negotiate distribution and trademark license agreements.

VII. General pertinent business or legal experience:

Ms. Callari has practiced as a lawyer in the areas of bankruptcy and corporate law at AmLaw 100 firms in New York for approximately twenty years:

1994-2008 -- Willkie Farr & Gallagher LLP

2008-2014 -- Venable LLP

In 2014, Ms. Callari formed a boutique law firm focused on providing bankruptcy and general corporate legal services. Ms. Callari also is the Executive Director of Opus Connect NY Chapter, a membership-based networking group serving executives in the private equity industry.