

# Samantha Good, P.C.

## Partner, Debt Finance



Kirkland & Ellis LLP  
San Francisco  
samantha.good@kirkland.com  
T +1 415 439 1914

### EDUCATION

University of California, Hastings College of the Law, J.D., 1997

- ▶ *magna cum laude*
- ▶ Order of the Coif
- ▶ Communications and Entertainment Law Journal, Associate Editor

Pomona College, B.A., Economics, 1994

### ADMISSIONS & QUALIFICATIONS

1997, California

Samantha Good is a corporate partner in Kirkland's San Francisco office. Samantha concentrates her practice on debt financing transactions, including secured and unsecured financings, cross-border transactions, workouts, restructurings, DIP and exit financing. She represents corporate borrowers, private equity funds, creditor groups and hedge funds.

Samantha has been recognized by *Chambers USA: America's Leading Lawyers for Business* since 2011, in the area of Banking & Finance. According to the 2017 edition of *Chambers*, one client praised that she is "the best financing attorney we have encountered anywhere, she is simply amazing," while another client commented that "she can be very creative, so if you have a complex issue then she can step back and figure out a way to address it." In a prior edition of *Chambers*, a client commented that "she is super-responsive, enormously practical and the most proactive lawyer we have encountered."

Samantha was also recognized in the 2013-2019 editions of *U.S. News and World Report*, *Best Lawyers®*, as a leading banking and finance lawyer. The 2016 edition of *The Legal 500 U.S.* recognized Samantha in the area of Commercial Lending, and the 2015 edition recognized her in Bank Lending, commenting that she "provides practical guidance and great results." Prior to relocating to San Francisco, Samantha was repeatedly recognized in the *Los Angeles Business Journal's* "Who's Who in Law" as one of the top 10 corporate attorneys in Los Angeles.

### REPRESENTATIVE MATTERS

#### Leveraged Buyouts and Financings (Borrower)

- ▶ Representation of Macquarie Infrastructure and Real Assets as the leader of a consortium of investors in connection with the financing for the \$4.7 billion acquisition of Cleco Corporation.
- ▶ Representation of Golden Gate Capital in connection with acquisition financing transactions, portfolio company refinancings and add-on's, including the \$600 million sale of Hillstone to NGL Energy Partners

LP, the \$225 million offering of senior secured notes for Aruba Investments, the \$505 million term loans for Aruba Investments, the first/second lien facilities for PetroChoice, the first/second lien facilities for Phillips Medisize, the \$470 million offering of senior secured notes for Springs Window Fashions and related asset based loan facility and the \$465 million dividend recapitalization facility for 4L Holdings.

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### REPRESENTATIVE MATTERS

- ▶ Representation of Macquarie Infrastructure and Real Assets as the leader of a consortium of investors in connection with the financing for the \$4.7 billion acquisition of Cleco Corporation.
- ▶ Representation of FFL Partners in connection with the acquisition financing facilities for Crisis Prevention Institute, Inc., Bacharach, Inc. and ProService Hawaii.
- ▶ Representation of Quad-C Management in connection with the acquisition financing for NEP Carpet Holdings arranged by Antares.
- ▶ Representation of Nutrabolt, an affiliate of MidOcean Partners, in connection with its acquisition financing in connection with its acquisition of Scivation Inc.
- ▶ Representation of Nassau Reinsurance Group in connection with potential financing transactions.
- ▶ Representation of GI Partners in connection with its acquisition financing for Doxim, Inc., and its portfolio company MRI Software in connection with its financing facilities.
- ▶ Representation of Oaktree and GFI in connection with acquisition financing for Osmose, follow-on increases to such financing and a \$420 million dividend recapitalization financing.
- ▶ Representation of Gryphon Investors in connection with acquisition financing transactions, portfolio company refinancings and add-on's, including for the acquisition of C.B. Fleet Laboratories, Flagstone Foods, Intelligrated and Delta Career Education Corporation.
- ▶ Representation of Vector Capital in connection with acquisition financing transactions.
- ▶ Representation of U.S. Silica in connection with its credit facilities.
- ▶ Representation of Belmond Hotels in connection with its credit facilities.

### Securitized Matters

- ▶ Representation of student loan originators and servicers in securitization transactions.

- ▶ Representation of auto loan originators, auto lease originators and servicers in securitization transactions.
- ▶ Representation of ABCP conduits in their securitization lending programs with respect to investment pools, trade receivables, loan pools and other assets.
- ▶ Representation of banks in connection with securitization transactions for student loan originators and auto loan originators.

### Fund Financings

- ▶ Representation of private equity funds and debt funds in connection with their fund financing lines, loan warehouse facilities and other leverage structures, including but not limited to: (a) \$500 million fund abl loan facility arranged by Citibank and Wells Fargo, (b) \$325 million loan warehouse facility agented by Bank of America, (c) \$350 million loan warehouse facility agented by Wells Fargo, (d) management company revolving credit facility arranged by KeyBank, and (e) numerous fund financing facilities arranged by First Republic Bank.

### Agent/Lender Representations

- ▶ Representation of Solus Alternative Asset Management LP in connection with the 2017 issuance of New Secured Notes by Jack Cooper Enterprises, Inc. and in connection with the 2016 incurrence by Jack Cooper Enterprises, Inc. of a new senior secured term loan facility
- ▶ Representation of Farallon Capital in loan financing provided to American Home Lenders Holding Co.
- ▶ Representation of hedge funds in review, negotiation and documentation of loan facilities with a variety of structures, including (a) first-lien/second-lien, (b) senior/subordinated debt, (c) multiple layers of holdco debt with opco debt, (d) term b loans, and (e) multi-currency facilities with cross-collateralization.
- ▶ Representation of agent in (a) syndicated multi-currency asset-based loan facilities to domestic and foreign borrowers, secured and guaranteed by domestic and foreign entities, (b) out-of-court restructurings and (c) enforcement of remedies.
- ▶ Representation of hedge fund in mezzanine financing provided to multi-family home real estate developer.

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### REPRESENTATIVE MATTERS

#### Restructurings

- ▶ Representation of ad hoc committee of term loan holders for Walter Investment Management Corp. in connection with its Chapter 11 case involving the restructuring of \$2.1 billion of indebtedness.
- ▶ Represented Kerzner in connection with its successful out-of-court restructuring of more than \$4 billion of indebtedness. The multi-part reorganization, which recently was recognized as the [Large Restructuring Deal of the Year](#) at the 7th Annual M&A Advisor Turnaround Awards, included the restructuring of more than \$2.5 billion of indebtedness in a commercial mortgage backed security structure.
- ▶ Representation of Oaktree Capital in connection with the secured mezzanine financing for General Maritime Corporation, acquisition of GMC pursuant to a plan of reorganization, and negotiation of \$773 million of credit facilities.
- ▶ Representation of Longview Power, LLC and certain of its affiliates in connection with their Chapter 11 cases involving the restructuring of approximately \$1 billion in funded debt, including a \$325 million exit financing.
- ▶ Representation of ad hoc group of first lien creditors in the prearranged Chapter 11 cases of Altegrity, Inc., involving the restructuring of approximately \$1.8 billion in funded debt.
- ▶ Representation of MD Investors in connection with its successful credit bid for substantially all of the assets of Metaldyne, and handling of the acquisition financing related thereto.
- ▶ Representation of Sherwin Alumina Company, LLC in connection with its Chapter 11 case, including its DIP financing.
- ▶ Representation of Conexant Systems, Inc. in connection with DIP financing facility provided to it by QP SFM Capital Holdings Ltd.
- ▶ Representation of Oaktree and the other members of the ad hoc committee of bondholders in connection with the restructuring of Dayton Superior Corporation, and continued representation of DSC in connection with its ABL and term loan facilities.

- ▶ Representation of Black Diamond, Solus Capital and other members of the ad hoc committee of bondholders in connection with the acquisition of Constar, Inc. pursuant to a plan of reorganization, and representation of Constar, Inc. in connection with the exit credit facilities.
- ▶ Representation of bondholders in connection with restructuring of financing provided to The Thomas Jefferson School of Law.

### MEMBERSHIPS & AFFILIATIONS

Chairman, Board of Trustees, The Berkeley School

### SPEAKING ENGAGEMENTS

Speaker, "Leveraged Financing Restructuring," Leveraged Financing 2016," Practising Law Institute