



Brandy Treadway

PARTNER

Brandy Treadway is an experienced commercial attorney with over two decades of providing advice and counsel on legal, business and human resources issues to senior executive teams and boards of directors. She is a flexible, practical leader with a strong track record of partnering with business leaders to identify and implement cross-functional solutions.

Brandy led JCPenney through its successful Chapter 11 reorganization as General Counsel and managed its subsequent organizational review and development of new policies as Chief Human Resources Officer. As General Counsel, she supervised all legal functions for the company, including corporate and securities, ethics and compliance, government relations, international, labor and employment, legal operations, litigation, privacy, and real estate. As Chief Human Resources Officer, she was responsible for all human resources functions, including benefits, communications, compensation, diversity & inclusion, talent acquisition and training. Brandy was also JCPenney's executive sponsor for company-wide sustainability and ESG initiatives and directed a cross-functional team in developing and implementing corporate strategy.

Prior to serving as General Counsel, Brandy led JCPenney's legal operations group that provided advice and counsel to the digital, information technology, marketing, merchandise, procurement, product development, store operations and sourcing departments. She served as JCPenney's intellectual property attorney for trademark issues and negotiated inbound and outbound license agreements, including key merchandise and partnership agreements. Brandy joined JCPenney as corporate & securities counsel in 2011 and served as secretary to the audit committee and secretary to the disclosure controls and review committee. She also served as general counsel for the philanthropy department on governance issues (including private foundation and public charity) and compliance with charitable solicitation requirements.

Brandy started her career at Weil, Gotshal & Manges, LLP, and spent time in the Dallas and London offices. Her practice concentration included corporate, capital markets and restructuring transactions. She represented public companies and private equity firms in connection with public and private acquisitions, divestitures, restructurings and investment transactions and counseled U.S. and foreign clients on corporate governance, SEC disclosure and compliance matters.

Brandy is a director of The Texas Lyceum, a state-wide non-partisan organization focused on addressing the issues facing Texas. She represents District 11 on the Dallas City Plan Commission, which reviews planning and zoning matters. Brandy also serves as an Elder for her church, Northridge Presbyterian Church, and is actively involved with her children's schools.

REPRESENTATIVE MATTERS

Retail & Entertainment Transactions:

- Represented JCPenney in negotiating key merchandise and partnership agreements, including Sephora, Michael Strahan, Tracee Ellis Ross and Project Runway
- Served as corporate in-house lead for JCPenney's purchase of the Liz Claiborne brands, including acquisition and management of global portfolio of intellectual property assets
- Represented private equity owner of Western wear holding company in external general counsel role, including sales of subsidiaries to strategic and private equity buyers, financing transactions and employment issues

DALLAS

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AREAS OF EXPERTISE

- General Counsel/Small Business Advisory
- Mergers & Acquisitions
- Contract Drafting & Negotiation

EDUCATION

- SMU Dedman School of Law (J.D.), Magna Cum Laude, Order of the Coif (2002)
- University of Virginia (B.A. Foreign Affairs, B.A. French), Graduated with Distinction (1996)
- TCU Neeley School of Business, Adaptive Leadership Certificate Program (2021-2022)
- University of Virginia, McIntire Business Institute, Business Certification Program (1996)



- Represented sports and entertainment holding company on the sale of an entertainment venue to a private buyer
- Represented issuer and shareholders in an initial public offering by an Italian fashion company

Oil & Gas, Energy and Technology Transactions:

- Represented energy trading company on its asset swap and master settlement agreement with previously created master limited partnership
- Represented one of the world's largest semiconductor companies on its purchase of two wafer fabrication facilities and production equipment in Japan
- Represented diversified technology, media and financial services company on its acquisition of a multi-national pressure control business
- Represented healthcare information systems company on its sale to a private equity firm
- Represented large manufacturer of machinery and equipment on its bid for multi-national nuclear power business

Corporate Governance Experience:

- Served as secretary of multiple corporate committees, including Board of Directors of JCPenney; Audit Committee; Disclosure Controls and Review Committee and Capital Appropriations Committee
- Implemented novel governance structure (Office of the Chief Executive Officer) during period of executive turnover at JCPenney
- Implemented company-wide signature authority policy and related controls during period of management change at JCPenney
- Served as general counsel to boards of directors of public charity and private foundation at JCPenney as general counsel
- Represented large pipeline transportation and energy storage company on its restructuring in connection with its initial public offering, including implementing new corporate governance structure

Restructuring Experience:

- Led JCPenney as General Counsel through out-of-court restructuring negotiations with creditors during 2019 and 2020, and through Chapter 11 bankruptcy filing and successful emergence in 2020
- Represented SemGroup L.P., an energy trading company, on its initial restructuring plans and subsequent emergence from Chapter 11 as SemGroup Corporation
- Represented Electrical Components International, Inc., a wire harness manufacturer, in its lender negotiations and pre-packaged Chapter 11 reorganization proceeding
- Represented Pilgrim's Pride, a major poultry processor and distributor, on its emergence from Chapter 11 and sale of a majority stake to JBS U.S.A. Holdings
- Represented Enron Wind Corporation, a wind turbine manufacturing company, on the auction of six wind farms and resulting sales to Florida Power & Light Company and Caithness Energy, L.L.C.

MEMBERSHIPS, COMMUNITY INVOLVEMENT & RECOGNITION

- District 11 Commissioner, City of Dallas City Plan Commission (2022-present)
- Director, The Texas Lyceum (2019-present), Finance Committee (2021-present), Assistant Treasurer (2022), Treasurer (2023)
- Elder, Northridge Presbyterian Church (2022-present, 2016-2018), Chair of Human Resources Committee (2017)
- Sports Committee Chair, Sudie L. Williams Talented and Gifted Academy Parent Teacher Association (2022-present)
- Secretary, Sudie L. Williams Talented and Gifted Academy Site-Based Decision-Making Committee (2022-present)
- Communications Committee, School for the Talented and Gifted at Yvonne A. Ewell Townview Center (2021-present)
- Home Tour Committee, Arthur Kramer Elementary School Parent Teacher Association (2017-2019)
- Finalist, General Counsel of the Year for a Large Legal Department, Corporate Counsel Awards (2018)
- Member, Dallas Regional Chamber, Young Professionals (2008-2011)
- Rising Star, Texas Monthly (2010)
- Member, Junior League (2003-2010)

SPEAKING ENGAGEMENTS & PROFILES

- General Counsel Panel Discussion, Dallas Bar Association (2022)
- ESG in the Compliance Space, SMU Ethics & Compliance Program (2022)
- In-House Mentor, Dallas Bar Association Women Empowered to Lead in the Legal Profession (2022)
- Panelist, Southern District of Texas Bankruptcy Bench Bar Conference (2022)
- ESG: Legal and Practical Considerations, SMU Corporate Counsel Symposium (2021)
- Managing Up: Board Engagement, Texas Bar CLE, Advanced In-House Counsel Course (2021)
- The Texas Lawbook, GC Brandy Treadway Leads J.C. Penney Into Chapter 11 (2020)
- The Texas Lawbook and Dallas Business Journal, Brandy Treadway Guides J.C. Penney Through Turbulent Times (2019)
- General Counsel Panel, Texas Minority Counsel Program Annual Conference (2018)
- Law360, 15 Minutes with JCPenney's General Counsel (2018)
- General Counsel Panel, Association of Corporate Counsel, DFW Chapter (2017)