



## Jason M. Torf

### Partner

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Jason Torf helps companies maximize their recovery and minimize their risk when dealing with financially distressed customers, suppliers, and other related parties.

In Jason's creditor-focused bankruptcy practice, he is a creative thinker who considers possible avenues for higher-priority claims and better recoveries that might otherwise not be apparent. Jason devises and implements strategies to accomplish the goal of maximizing recovery for creditor-side clients, sometimes through negotiation after creating leverage through a court filing and other times through litigation in the bankruptcy court.

Jason has represented virtually all parties in bankruptcy and other financial distress situations, including:

- Trade creditors
- Creditors' committees
- Secured lenders and other secured creditors
- Landlords
- Preference and fraudulent transfer defendants
- Trustees
- Liquidating trustees
- Utility companies and forward contract merchants
- Bondholders
- Parties to contract with debtors
- Intellectual property and trademark licensees and licensors
- Asset purchasers in § 363 sales
- Chapter 11 debtors-in-possession
- Troubled companies in financial restructurings

This broad experience has resulted in Jason's keen ability to anticipate various possible issues and arguments, enabling him to effectively negotiate and litigate. In defending preference cases, Jason takes a creative approach by studying some of the more subjective defenses from different angles. This allows him to put a client's best foot forward in settlement negotiations to reach solutions that otherwise might not be obtainable through a more typical mechanical analysis.

Jason frequently counsels clients on rights and remedies available under the Uniform Commercial Code and works with clients to exercise those remedies. When utilized properly, these tools often help get our clients a step ahead of other unsecured creditors.

A believer in the adage that an ounce of prevention is worth a pound of cure, Jason works closely with clients from the outset to ensure they have a good, comprehensive, seller-friendly set of documents. He adds considerable value by revising or rewriting their terms and conditions, credit application forms, purchase order forms, sale agreements, and other operative documents to ensure they have good rights and remedies in the event of a customer default. Jason also counsels clients on best practices for ensuring enforceability of their terms and conditions.

As part of his creditor-focused practice, he regularly speaks to creditor-side trade groups, including the National Association of Credit Management (NACM), Credit and Financial Development Division (CFDD), various NACM industry credit groups, and the Toy Industry Association. While his presentation topics vary, Jason's focus remains on ways credit managers, credit departments, CFOs, and other C-suite executives can become more proactive creditors to minimize risk and maximize recoveries when dealing with financially troubled customers.

## Education

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- University of Illinois College of Law (J.D., 1998)
- University of Illinois, Urbana-Champaign (B.S., Finance, 1995)

## State Admissions

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- Illinois, 1998

## Federal Admissions

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- United States Court of Appeals, Seventh Circuit
- United States District Court, Central District of Illinois
- United States District Court, Northern District of Illinois
- United States District Court, Northern District of Indiana
- United States District Court, Eastern District of Michigan
- United States District Court, Western District of Michigan
- United States District Court, Eastern District of Wisconsin
- United States District Court, Western District of Wisconsin
- United States District Court, District of Colorado

**Service Areas**

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- Bankruptcy
- Insolvency & Workout
- Business Litigation
- Food, Cosmetics & Dietary Supplements
- Commercial Finance
- Private Equity

## Experience

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- Act as national bankruptcy counsel to one of the largest foodservice distribution companies in North America, both as a member of official committees of unsecured creditors and as an individual trade creditor
- Regular counsel to a network solutions and telecommunications provider in bankruptcies and receiverships across the United States
- Regular counsel to a major toy manufacturer in bankruptcy cases across the country, addressing issues involving, among other things, consumer product licenses with debtor-licensees and defense of preference claims
- Represented a number of the largest trade vendors in the bankruptcy of a major toy manufacturer as part of the ad hoc group of trade vendors
- Represented a pre- and post-petition secured lender in a bankruptcy case filed by an online sporting goods retailer in obtaining repayment in full of all amounts owed, including interest and attorneys' fees, successfully navigating several contested evidentiary hearings throughout the case
- Obtained a favorable opinion from the U.S. Court of Appeals for the Seventh Circuit on behalf of a major Midwest commercial and industrial real estate investment trust (REIT) that established new law entitling a landlord to payment of a full month's rent after the mid-month rejection by a debtor-tenant of its lease where rent was due in full on the first of the month
- Represented a parts manufacturer for the commercial electric vehicle market as plaintiff in an anticipatory breach of contract case, obtaining summary judgment as to liability, defeating a cross-motion for summary judgment, and obtaining a complete jury verdict in the full amount of damages sought
- Represented the winning bidder in acquiring the assets of GoPicnic Brands, Inc. out of bankruptcy
- Represented a professional athlete in the bankruptcy of a major telecommunications company in litigation involving a client's claim that arose from the debtor's rejection of an endorsement agreement, resulting in a favorable settlement shortly before trial
- Represented an owner/developer of wireless telecommunications towers in obtaining the assignment of director and officer liability claims from the trustee in the chapter 7 bankruptcy of a tower lessee; prosecuted a lawsuit against the debtor's principal for fraudulent transfer, fraud, breach of fiduciary duty, and piercing the corporate veil, among other counts, to a favorable settlement; and obtained summary affirmance in the appeal by the debtor's principal of the order authorizing the trustee to assign the D&O claims
- Represented a leading foodservice distributor as the secured creditor of a salad bar and grocery chain; employed a strategy of negotiating with the debtor and its principal, as guarantor of the debtor owed to client; and worked strategically with the creditors' committee to create value, utilizing litigation to create leverage, which ultimately resulted in the negotiated sale of the client's claim for significant value, and substantially more than would have been realized in the case after it later converted to Chapter 7

## Publications & Events

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### SPEAKING ENGAGEMENTS

- “Legal Remedies for Delinquent Customers,” NACM Credit Congress, Las Vegas, Nevada (June 2024)
- “eSignatures and Electronic Contracts: What You Need to Know to Have an Enforceable Electronic Contract,” Toy Association Annual Credit Meeting (May 2024)
- “Credit Applications & Terms and Conditions Workshop: Best Practices and Protections,” NACM Commercial Services, Portland, Oregon; Spokane, Washington; Anaheim, California; Denver, Colorado (April 2024)
- Developing a Credit Policy,” NACM Connect and Commercial Law League of America (CLLA) (March 2024)
- “Best Practices for Doing Business with a Financially Troubled Customer in Bankruptcy,” Webinar, NACM Commercial Services (March 2024)
- “ESignatures and Electronic Contracts: What You Need to Know,” National Association of Credit Management (November 2023)
- “How to Use Credit Enhancements to Maximize Your Company’s Ability to Get Paid,” NACM Commercial Services Webinar (November 2023)
- “Rite Aid Bankruptcy Update,” Webinar, The Toy Association (November 2023)
- “Best Practices for Doing Business with a Financially Troubled Customer Pre-Bankruptcy” and “Credit Applications and Terms & Conditions,” NACM Business Credit Services, Tukwila, Washington (October 2023)
- “Subchapter V Bankruptcy: How Small Retailer Reorgs Impact Manufacturers,” Webinar, The Toy Association (April 2023)
- “Understanding a Small Business Reorganization Under New Subchapter V of the Bankruptcy Code,” Home Centers and Building Products National Credit Group, San Antonio, Texas (February 2023)
- “The Party City Bankruptcy Filing: An Open Forum Discussing the Impact on Trade Creditors and Vendors,” Halloween & Costume Association (January 2023)
- “Wake Up! Shake Up! The Skills You Need to Shake Up Your 2023 While Waking Up Your Mindset for Enhanced Business Success,” NACM BCS Intermountain (January 2023)
- “Retailer Bankruptcies are Looming: Best Practices for Doing Business with a Financially Troubled Retailer,” The Toy Association (January 2023)
- “Small Business Reorganization: New Subchapter V,” NACM/CFDD Education Webinar (November 2022)
- “Protect Your Company Through the Ongoing Supply Chain Crisis,” NACM/FCIB Webinar (November 2022)
- “Understanding a Small Business Reorganization under New Subchapter V of the Bankruptcy Code: Differences from a Traditional Chapter 11, Its Impact on Trade Creditors, and How It Has Worked So Far,” CFDD Wichita Super Session 2022, Wichita, Kansas (October 2022)
- “Ways to Protect Your Company Through the Ongoing Supply Chain Crisis,” Tucker Ellis In-

House Counsel Summit (October 2022)

- “Equipment Leases Versus Sales: Your Intent Might Differ from Reality in a Customer’s Bankruptcy,” “Best Practices for Doing Business with a Financially Troubled Customer Pre-Bankruptcy,” and “Best Practices for Doing Business with a Financially Troubled Customer in Bankruptcy,” 2022 CAT Dealer Finance Conference, Henderson, Nevada (October 2022)
- “Antitrust Considerations for the Credit Department,” National Association of Credit Management (NACM) Connect Advertising Media Credit Group (September 2022)
- “Understanding a Small Business Reorganization Under New Subchapter V of the Bankruptcy Code,” NACM Western Credit Conference, San Diego, California (September 2022)
- “Understanding the New Subchapter V of the Bankruptcy Code,” NACM South Central Educational Dinner, Nashville, Tennessee (September 2022)
- “Graduate School of Credit and Financial Management – Legal Environment of Credit,” Webinar, National Association of Credit Management (August 2022)
- “Mergers & Acquisitions and the Impacts on Your Credit Department,” National Association of Credit Management (NACM) Connect 2022 Annual Meeting, Milwaukee, Wisconsin, and Cleveland, Ohio (June 2022)
- “Best Practices for Dealing with Financially Distressed Customers and a Distressed Supply Chain,” Webinar, Illinois Manufacturers’ Association (May 2022)
- “Careful Considerations for the Responsible Credit Manager,” Webinar, CFDD Portland (April 2022)
- “Ways to Protect Your Company Through the Ongoing Supply Chain Crisis,” Webinar, The Toy Association (March 2022)
- Graduate School of Credit and Financial Management – Legal Environment of Credit,” Webinar, National Association of Credit Management (December 2021)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Bankruptcy Preference Defense,” Webinar, NACM Business Credit Services (October 2021)
- “Best Practices for Doing Business with a Financially Troubled Customer Post-Bankruptcy,” Webinar, NACM Business Credit Services (September 2021)
- “Best Practices for Doing Business with a Financially Troubled Customer Post-Bankruptcy,” Webinar, CFDD Phoenix (August 2021 and September 2021)
- “Best Practices for Doing Business with a Financially Troubled Customer Pre-Bankruptcy,” Webinar, NACM Business Credit Services (August 2021)
- “A Beginner’s Guide to Dealing with a Customer Bankruptcy,” Webinar, NACM Business Credit Services (July 2021)
- “Anatomy of a Preference Defense: An Insiders Look Behind the Scenes of a Bankruptcy Preference Defense,” Webinar, NACM Commercial Services (June 2021)
- “Tips to Assess a Bankruptcy Case,” Webinar, NACM Virtual Plus Credit Congress & Expo 2021 (June 2021)
- “Best Practices for Doing Business with a Financially Troubled Customer Post-Bankruptcy,” Webinar, NACM Commercial Services (May 2021)
- “Recent Changes to the Bankruptcy Code That Impact Your Business as a Supplier,” Webinar,

The Toy Association (May 2021)

- “What You Need to Know About Recent Changes to the Bankruptcy Code and Their Impact on Your Business as a Supplier,” Webinar, CFDD Portland (May 2021)
- “Best Practices for Doing Business with a Financially Troubled Customer Pre-Bankruptcy,” Webinar, NACM Commercial Services (April 2021)
- “A Beginner’s Guide to Dealing with a Customer Bankruptcy,” Webinar, NACM Commercial Services (March 2021)
- “A Brave New [COVID] World: Concerns and Considerations When Dealing With a Customer in Bankruptcy That Has a PPP Loan,” Webinar, The Toy Association (March 2021)
- “A Brave New [COVID] World: Concerns and Considerations When Dealing With a Customer in Bankruptcy That Has a PPP Loan,” Webinar, NACM Western Credit Conference and CFDD Portland (November 2020)
- “Best Supply Chain Practices When Dealing With Distressed Customers Amid COVID-19,” Webinar, NACM Western Credit Conference (September 2020)
- “How to do Business with a Bankrupt Customer During a Pandemic,” Webinar, The Toy Association (July 2020)
- “Best Practices for Dealing with a Financially Distressed Customer, Both Before and During Chapter 11 Bankruptcy,” Webinar, NACM South Central (July 2020)
- “Vendor-Managed Inventory & Consignments – Lessons Learned from Sports Authority & Toys ‘R’ Us Bankruptcies,” Webinar, NACM Commercial Services Metals / Industrial Supply Denver Credit Group (July 2020)
- “Best Supply Chain Practices When Dealing With Distressed Customers Amid COVID-19,” Webinar, The Toy Association (July 2020)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Bankruptcy Preference Defense,” Webinar, NACM Credit Congress 2020 (June 2020)
- “Supply Chain Rights and Remedies Under the UCC and Other Considerations When Dealing With a Financially Distressed Customer,” Webinar, Strafford Webinars (May 2020)
- “Preference Law Update: New Provisions in Small Business Reorganization Act of 2019 that Benefits Vendors,” 2020 Toy Fair Credit Meeting, The Toy Association, New York, New York (February 2020)
- “Vendor-Managed Inventory and Consignments,” CFDD National Conference 2019, Portland, Oregon (October 2019)
- “Best Practices for Minimizing Risk and Maximizing Recovery When Dealing with a Financially Distressed Project,” CFDD National Conference 2019, Portland, Oregon (October 2019)
- “Vendor-Managed Inventory & Consignments Lessons Learned from Sports Authority & Toys ‘R’ Us Bankruptcies,” NACM Western Region Building Materials Industry Credit Group, Portland, Oregon (October 2019)
- “Best Practices for Doing Business with a Financially Troubled Customer Post-Bankruptcy,” BCI’s National Paper Manufacturing Industry Trade Group, Chicago, Illinois (September 2019)
- “Obtaining Key Information for Credit Applications, Guarantees and Other Credit

Enhancements,” NACM National Staffing Services Credit Group, Las Vegas, Nevada (September 2019)

- “Bankruptcy Trivia Night!!!,” CFDD Portland, Portland, Oregon (September 2019)
- “Guarantees, Battle of the Forms & Electronic Contracts,” BCI’s National Architectural Door & Hardware Manufacturers Credit Group, Chicago, Illinois (September 2019)
- “Best Practices for Doing Business with a Financially Troubled Customer Pre-Bankruptcy,” NACM National Hardware Industry Credit Group, Nashville, Tennessee (July 2019)
- “Best Practices for Doing Business with a Financially Troubled Customer Post-Bankruptcy,” Webinar, The Toy Association (July 2019)
- “Best Practices for Doing Business with a Financially Troubled Customer Pre-Bankruptcy,” RiemerPlus National Recreation & Snow Credit Association, Chicago, Illinois (June 2019)
- “Best Practices for Doing Business With a Financially Troubled Customer Pre-Bankruptcy,” The Toy Association, Minneapolis, Minnesota (May 2019)
- “Best Practices for Doing Business With a Financially Troubled Customer, Both Pre- and Post-Bankruptcy,” NACM Luggage and Related Products Industry Credit Group, Las Vegas, Nevada (March 2019)
- “CFDD Credit Retreat 2019 Legal Issues,” CFDD Portland, Troutdale, Oregon (March 2019)
- “Best Practices for Doing Business With a Financially Troubled Customer, Both Pre- and Post-Bankruptcy,” CFDD Portland, Portland, Oregon (March 2019)
- “Trade Creditor Beware: Lessons Learned From Toys ‘R’ Us and Sports Authority,” CFDD National Conference 2018, Charlotte, North Carolina (November 2018)
- “Trade Creditor Beware: Lessons Learned From Toys ‘R’ Us and Sports Authority,” CFDD Portland, Portland, Oregon (October 2018)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Bankruptcy Preference Defense,” NACM National Hardware Industry Credit Group, Nashville, Tennessee (July 2018)
- “Trade Creditor Beware: Lessons Learned from Toys ‘R’ Us and Sports Authority,” NACM South Central, Nashville, Tennessee (July 2018)
- “CFDD Credit Retreat 2018: Legal Issues,” CFDD Portland, Troutdale, Oregon (March 2018)
- Open Discussion, NACM Luggage and Related Products Industry Credit Group, Las Vegas, Nevada (February 2018)
- “Getting Ahead in Your Financially Troubled Customer’s Bankruptcy: Minimizing Risk and Maximizing Recovery and Hedging Post-Bankruptcy Shipments to Improve Recovery,” 2018 Toy Fair Credit Meeting, The Toy Association, New York, New York (February 2018)
- “Techniques to Prevent a Secured Lender from Running Away with Everything,” NACM South Central Region, Little Rock, Arkansas (November 2017)
- “AR Techniques to Minimize Risk and Maximize Recovery When Dealing with a Financially Troubled Customer,” NACM South Central Region, Memphis, Tennessee (November 2017)
- “Creditors’ Rights: Techniques to Minimize Risk and Maximize Recovery,” Webinar, The Toy



Industry Association (October 2017)

- “Rights and Remedies under Article 2 of the Uniform Commercial Code,” Business Credit Intelligence/NACMNE & NACMCT National Architectural Door & Hardware Manufacturers Group, Chicago, Illinois (September 2017)
- “Rights and Remedies under Article 2 of Uniform Commercial Code,” CFDD Portland, Portland, Oregon (August 2017)
- “Credit Applications: Legal Issues,” NACM National Hardware Industry Credit Group, Nashville, Tennessee (July 2017)
- “Techniques to Prevent a Secured Lender from Running Away with Everything,” NACM Luggage and Related Products Industry Credit Group, Chicago, Illinois (June 2017)
- “Techniques to Prevent a Secured Lender from Running Away with Everything,” 121st Credit Congress & Exposition, National Association of Credit Management, Grapevine, Texas (June 2017)
- “Credit Application: Legal Issues,” In-House Company Presentation, Louisville, Kentucky (May 2017)
- “Rights and Remedies under Article 2 of the Uniform Commercial Code,” NACM Luggage and Related Products Industry Credit Group, Las Vegas, Nevada (April 2017)
- “Credit Applications: Legal Issues,” NACM South Central Region, Louisville, Kentucky (March 2017)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Preference Defense,” NACM South Central Region, Nashville, Tennessee (February 2017)
- “Bankruptcy and Creditors’ Rights: Useful Topics You Should Know,” In-House Company Presentation, Louisville, Kentucky (January 2017)
- “Credit Applications: Obtaining Key Information, Terms and Conditions and Electronic Contracts,” NACM National Staffing Services Credit Group, San Diego, California (November 2016)
- “Credit Applications: Obtaining Key Information, Terms and Conditions and Guarantees as a Credit Enhancement Tool,” CFDD Portland, Portland, Oregon (November 2016)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Preference Defense,” CFDD National Conference 2016, Louisville, Kentucky (September 2016)
- “Legal Issues Panel,” CFDD National Conference 2016, Louisville, Kentucky (September 2016)
- “Understanding First-Day Orders and Their Impact on Trade Creditors,” The Quarterly Club, Schaumburg, Illinois (September 2016)
- “Techniques to Prevent a Secured Lender from Running Away with Everything,” The Quarterly Club, Schaumburg, Illinois (September 2016)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Preference Defense,” In-House Company Presentation, Wyoming, Michigan (September 2016)
- “Credit Applications: Legal Issues,” NACM Luggage and Related Products Industry Credit Group, Chicago, Illinois (June 2016)
- “Credit Applications: Legal Issues,” CFDD Credit Retreat 2016, Troutdale, Oregon (March 2016)
- “Unclaimed Property: Reporting and Remitting Unused Customer Credits to the State,” NACM

- Luggage and Related Products Industry Credit Group, Las Vegas, Nevada (March 2016)
- “Legal Issues Panel,” NACM Western Region & CFDD National Conference 2015, Portland, Oregon (October 2015)
- “Non-Bankruptcy Alternatives,” NACM Western Region & CFDD National Conference 2015, Portland, Oregon (October 2015)
- “Online Credit Resources for the Trade Credit Professional,” NACM Western Region & CFDD National Conference 2015, Portland, Oregon (October 2015)
- “Anatomy of a Preference Defense: An Insider’s Look Behind the Scenes of a Preference Defense,” CFDD Portland, Portland, Oregon (October 2015)
- “The Proactive Creditor: Doing Business with a Customer in Bankruptcy,” NACM National Staffing Services Credit Group, Deer Park, Illinois (August 2015)
- “My Customer Filed Bankruptcy: Now What,” National Summer Credit Conference, Toy Industry Association, Inc., Alexandria, Virginia (July 2015)
- “An Insider’s Look Behind the Scenes of a Preference Defense,” NACM South Central, Louisville, Kentucky (April 2015)
- “The Proactive Creditor: Preference Defense Tips & Tricks,” NACM Luggage and Related Products Industry Credit Group, Las Vegas, Nevada (March 2015)
- “The Proactive Creditor: Bankruptcy Code Reform and Its Impact on Trade Creditors,” 2015 Toy Fair Credit Meeting, Toy Industry Association, Inc., New York, New York (February 2015)
- “The Proactive Creditor: Preference Defense Tips & Tricks,” 2015 Toy Fair Credit Meeting, Toy Industry Association, Inc., New York, New York (February 2015)
- “The Proactive Creditor: Preference Defense Tips & Tricks and Recent Developments,” NACM National Transportation Industry Credit Group, San Diego, California (November 2014)
- “PACER and Other Online Bankruptcy Resources,” CFDD Credit Retreat, Troutdale, Oregon (February 2014)
- “Bankruptcy: Back to Basics,” CFDD Credit Retreat, Troutdale, Oregon (February 2014)
- “The Proactive Creditor: Credit Enhancements and Other Techniques to Reduce Your Company’s Exposure to a Distressed Customer and an Overview of the Claims Process in Bankruptcy,” 2014 Toy Fair Credit Meeting, Toy Industry Association, Inc., New York, New York (February 2014)

## PUBLICATIONS

- “Perfecting Article 9 Security Interests under Illinois Law,” Chapter 2 in *Secured Transactions*, Illinois Institute for Continuing Legal Education (periodic updates 2001-2020)
- “Contractual Rights (Code §§555-557, 559-562),” Chapter 75 in *Norton Bankruptcy Law and Practice 3d*, Thomson/West, 2008 – updated 2012
- “Strategies and Tactics for Creditors’ Committees,” Chapter 15 in *Bankruptcy Litigation 2d*, Thomson/West, 2007

#### **MEDIA**

- “Artificial Intelligence Used in Credit and Collections Processes: Risk vs. Reward,” *eNEWS*, National Association of Credit Management (May 2023)
- “Tucker Ellis Adds Bankruptcy Partner in Chicago,” *Law360* (June 2022)

#### **Honors**

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- Illinois Super Lawyers® (2017-2021, 2024)
- Illinois Super Lawyers Rising Stars® (2008-2013)

#### **In the Community**

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- American Bankruptcy Institute
- Chicago Bar Association
- Credit & Financial Development Division (CFDD) Portland Chapter, Honorary Member
- All-Illinois Junior Band, Board of Directors
- Destination Imagination, Appraiser (2015-present)