



PRACTICE AREAS

Finance
Private Equity

EDUCATION

University of Cincinnati College of Law, J.D., 2007, *cum laude*

Capital University, B.A., 2004, *summa cum laude*

BAR AND COURT ADMISSIONS

Ohio

Admitted to practice law only in the states listed above.

NANCY NICOLE "NICI" WORKMAN

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Nici is a partner in the Vorys Columbus office and chair of the firm's finance practice. Her practice focuses on commercial and structured finance matters, representing national and regional banks and public company and other large corporate borrowers in a wide range of financing transactions including syndicated and multi-currency credit facilities, asset-based lending facilities, acquisition financings, leveraged ESOPs, mezzanine financings, mortgage warehousing facilities, and securitizations.

In addition, Nici regularly represents financial institutions and corporate end-users, including public companies, energy companies, manufacturing companies and retailers, in connection with derivative transactions under the ISDA Master Agreement and its related suite of documents, including drafting and negotiating related Schedules and Credit Support Annexes, and related regulatory matters under Title VII of Dodd-Frank, including the negotiation of Futures and Options Agreements and Cleared Derivatives Transactions Addenda with FCMs in connection with mandatory derivatives clearing under Dodd-Frank.

Nici is also a key member of the Vorys team monitoring and analyzing developments in, and advising clients on, the evolving legal landscape surrounding the transition from LIBOR to replacement benchmark rates.

Nici has been recognized by *Chambers USA* as a leading lawyer in banking and finance and has been listed multiple times on the Ohio Super Lawyers Rising Stars list for banking and finance law. Nici is also a member of the ESOP Association.

In addition to her finance practice, Nici is the immediate past chair of the Vorys Women's Network and an active member of the firm's Diversity, Equity and Inclusion Committee and, in 2019, was one of only 15 attorneys nationally to be included on the shortlist for the *Chambers Gender Diversity Lawyer of the Year* award.

Career highlights include:

- Advising multiple banks on legal issues relating to the transition from LIBOR to replacement benchmark rates, including revising or creating form loan documents and documentation guidelines, strategizing on creative approaches to documenting the transition of existing LIBOR loans to replacement benchmark rates, and advising internal LIBOR bank working groups on a whole host of issues relating to LIBOR transition
- Advising Big Lots Stores, Inc. in connection with its \$600 million senior unsecured revolving credit facility
- Advising a public company retailer in its \$550 million asset-based credit facility
- Advising Greif, Inc. in its \$2.475 billion credit facility and \$500 million Notes offering in connection with the financing of Greif's acquisition of Caraustar Industries Inc., a Georgia-based box manufacturer, for a purchase price of \$1.8 billion

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NANCY NICOLE "NICI" WORKMAN

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- Advising Air Transport Services Group in its \$1.28 billion credit facility in connection with the financing of its acquisition of Omni Air International, a Tulsa-based services carrier, for a purchase price of \$845 million
- Advising a public company retailer in the expansion of its \$400 million credit facility in connection with its acquisition of a product design and brand development company, for a purchase price of approximately \$340 million
- Advising an energy development company in connection with its project finance facilities, including a complex collateral agency and intercreditor agreement structure, and all of its derivatives documentation and trading activities for multiple project companies
- Representing a variety of national and regional banks in connection with dozens of complex syndicated and multicurrency facilities, PE sponsor-back acquisition facilities, leveraged ESOPs, and asset-based credit facilities
- Regularly representing a regional bank swap dealer in connection with its derivatives activities, including managing an outside documentation negotiation process, regularly negotiating ISDA Master Agreements and other related documents, providing regular regulatory advice in respect of a variety of matters under Dodd Frank, and conducting due diligence and providing regulatory advice in connection with its acquisitions of other banks

Nici received her J.D. *cum laude* from the University of Cincinnati College of Law, where she was a member of the Moot Court Board, and her B.A. in Economics *summa cum laude* from Capital University.

Insights

"The American Rescue Plan Act of 2021 Expected to Become Law," March 11, 2021

"IBA's LIBOR Consultation and Banks' Potential Notice Obligations in respect of a Benchmark Transition Event," February 2, 2021

"President Signs \$900 Billion Economic Aid Package," December 27, 2020

"*Client Alert*: New IRS Proposed Regulations Under Section 956 Substantially Reduce 'Deemed Dividend' Concerns With Respect To The Use Of Foreign Credit Support For US Corporate Financings," December 4, 2018

"Banking Agencies Finalize Margin and Capital Requirements," Fall 2015

"*Client Alert*: Banking Agencies Finalize Margin and Capital Requirements," November 17, 2015

"*Client Alert*: Dodd Frank Compliance Date for Notification of Segregation on Horizon for Swap Dealers and Major Swap Participants," March 21, 2014

NANCY NICOLE "NICI" WORKMAN

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"What Indemnification Means to You," *Scotsman Guide (Comm. Edition)*, April 2010

"Default Decisions – What are the Options When a Tenant Files for Bankruptcy," *Commercial Investment Real Estate Magazine*, January 1, 2010

Professional and Community Activities

Ruling Our eXperiences (ROX) Board of Directors, Member 2018-present; Chairperson, 2020-present

The ESOP Association, Member

Leadership Columbus, Class of 2018

Smart Columbus Acceleration Partners, Board Member, 2017-2020

Capital University Alumni Advisory Board, Board Member, 2014-2019

Mentor, Lawyer-to-Lawyer Mentoring Program, Committee on Professionalism of the Supreme Court of Ohio, 2013-present

Honors and Awards

Chambers and Partners, Leading Lawyer in Banking & Finance, 2021

IFLR1000 Corporate & Financial List, Banking and finance and Capital markets: structured finance and securitization – notable practitioner, 2020

The Best Lawyers in America, Banking and Finance Law, 2021-2022

Short List for the *Chambers Gender Diversity Lawyer of the Year*, 2019

Columbus Business First, Forty Under 40, 2019

Ohio Super Lawyers Rising Stars, Banking, 2014, 2017-2018, 2022

Events

Vorys Third Annual Commercial Loan Workout Webinar Series
September 9, 2021

Fostering True Inclusivity in Women's Groups for the CMBA
March 31, 2021

Why Preparing for LIBOR Cessation Now is Critical Webinar
January 13, 2021

NANCY NICOLE "NICI" WORKMAN

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Current Challenges & Opportunities for PE Firms & Portfolio Companies Managing Financial Risk

December 3, 2020

The Future of Free Trade for Ohio Companies

October 30, 2019

LIBOR Discontinuance: What You Need To Know

July 30, 2019

8th Law of Shale Plays Conference

September 6, 2017

Financial Institutions Summit

March 4, 2015