

## Robert A. Willner

Los Angeles, California  
Shareholder

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### Areas of Practice & Industry Specialties

Commercial Finance; Alternative Lenders; Equipment Leasing



Robert A. Willner is a Shareholder in the firm's Commercial Finance Practice Group. Robert provides practical, business oriented, legal advice to his clients on how to best structure and manage their lending transactions. Robert is an expert in structured finance, asset-based finance, cash flow lending, unitranche finance, acquisition financing, leveraged ESOP finance, lender finance, fund finance, tech finance, healthcare finance, equipment leasing, aircraft leasing, debtor-in-possession financing, trade finance, factoring, problem loan workouts and restructurings, liquidations and foreclosures. His clients include commercial banks, alternative lenders, commercial finance companies, equipment leasing companies, factors, and other financial institutions.

Robert is a past Chair of the Commercial Law Committee of the Commercial Law and Bankruptcy Section of the Los Angeles County Bar Association. He is a past member of the Board of Trustees of University Synagogue in Brentwood, California and a past member of the Board of Directors of the Santa Monica Pier Restoration Corporation, a non-profit corporation charged with overseeing the operations of the landmark Santa Monica Pier.

Outside of his law practice, Robert is an avid cyclist and snow skier, a husband and a dad to two teenage boys.

### Representative Matters

#### Representative Transactions

- Represented senior lender in financing of equity-backed manufacturer and distributor of customized products used for surface finishing and precision polishing processing.
- Represented lender in financing of publicly-traded provider of media and mobile communications solutions.
- Represented lender in acquisition financing of leading importer and value-added distributor of premium natural stone.
- Represented first out term and revolving lender in unitranche facilities to provider of web exchange platform connecting customers to advisors, and operator of several websites.
- Represented Administrative Agent and Collateral Agent in equity-sponsored unitranche acquisition credit facilities to provider of tax free and tax advantaged retirement and health benefit plans for public employers and employees.
- Represented first out lender in equity-sponsored, unitranche acquisition financing of window and door manufacturer.
- Represented senior lender in search fund acquisition of marketing research company.
- Represented senior lender in acquisition and working capital financing of custom ski boot manufacturer and retailer, with retail locations in cities and major ski resorts across the country, including dual acquisitions of regional athletic shoe and apparel retail chains in California and New York.

- Represented asset-based lender, as borrower, in negotiating and documenting a warehouse line of credit with its senior lender.
- Represented senior lender in acquisition and working capital financing of offender GPS monitoring services.
- Represented lender in chapter 11 exit financing of a major national home furnishings retailer.
- Represented national bank in revising and updating its asset-based lending forms.
- Represented agent bank in financing of manufacturer of roofing materials.
- Represented lender in financing of distributor of fresh, frozen and bulk seafood products.
- Represented lender in financing of beer and wine distributor.
- Represented lender in warehouse financing of insurance premium finance company.
- Represented senior agent in acquisition financing of regional provider of traffic control services.
- Represented lender in financing of manufacturer of dairy products.
- Represented syndicate lender in loan workout involving a temporary staffing company, including intercreditor dispute with the agent bank.

#### **Representative Tech Financing Transactions**

- Represented bank in credit facilities to domestic computer chip manufacturer secured by, among other things, a pledge of 65% of the borrower's Hong Kong subsidiary (perfected under Hong Kong laws), and the purchase by the borrower of the receivables owing to its Hong Kong subsidiary.
- Represented senior agent in financing of one of the world's largest "e-tailers" of shoes, handbags, and accessories.
- Represented lender in financing of manufacturer of computer memory devices.

#### **Representative Health Care Financing Transactions**

- Represented bank in credit facilities to medical practice with 6 ophthalmology clinics and 27 retina eye care clinics in Southern California.
- Represented bank in acquisition and working capital financing for equity sponsored operator of radiology clinics.
- Represented bank in credit facilities to group of oncology clinics in Southern California.
- Represented bank in credit facilities to provider of business process outsourcing for hospitals. Line of credit had a "toggle" feature that alternated between an ABL-structure and a cash-flow structure, depending on financial performance.
- Represented bank in credit facilities to provider of outsourced emergency room and urgent care center management. Borrower consisted of numerous affiliated partnerships with non-identical ownership.
- Represented surgical hospital, as borrower, in connection with negotiating and documenting its senior revolving and term lines of credit with its senior lender.
- Represented senior agent in asset-based working capital and term loan financing of a group of affiliated hospitals, with both personal and real property collateral.
- Represented asset-based lender in financing of a group of affiliated national emergency room staffing companies.
- Represented both senior and mezzanine lenders in asset-based financing of national distributor of medical supplies to long term care facilities.
- Represented asset-based lender in financing of medical device manufacturer.

#### **Representative Leveraged ESOP Transactions**

- Represented lender in term and day loans to consummate ESOP transaction for company that provides window sales and installation services.

- Represented lender in term and day loans to consummate ESOP transaction for supplier of new, surplus and used telecommunications equipment.
- Represented lender in term and day loans to consummate ESOP transaction for marketing services company, catering primarily to major movie studios.
- Represented senior agent bank in leveraged ESOP financing of regional drug store chain.
- Represented senior agent in leveraged ESOP financing of international lumber company.
- Represented lender in leveraged ESOP financing of steel coil manufacturer.

### **Representative Sports, Entertainment and Broadcast Financing Transactions**

- Represented senior lender in acquisition financing of regional movie theater chain.
- Represented lender in acquisition financing of major music publishing catalog.
- Represented agent bank in financing radio station owned by an international recording superstar.
- Represented agent bank in financing of WNBA franchise basketball team.
- Represented agent bank in financing of Major League Soccer franchise soccer team.

### **Publications**

- The Pre-Workout Agreement: Still the Best Practice, *California Business Law Practitioner*, August 31, 2012
- Trusts as Loan Parties (Borrower, Guarantor, and Subordinated Creditor), *Los Angeles County Bar Association Commercial Law and Bankruptcy Section*, April 21, 2010
- When a Loan Party is a Family Trust, *Los Angeles County Bar Association Commercial Law and Bankruptcy Section*, April 21, 2010
- Mandatory Arbitration Agreement Held Unenforceable Under California Law, *Buchalter Client Alert*, April 2010
- The Pre-Workout Agreement: What it is. Why you want it. What's in it., *Buchalter Nemer Teleseminar Series*, July 14, 2009
- Chapter 6-"Equipment Leasing", *Financing California Business, Second Edition*, January 1, 2005
- Financing The Copyright Licensee, *Secured Lender*, April 2001
- Just How Negative Toward the Negative Pickup can a Court Get?, *Los Angeles County Bar Association Commercial Law and Bankruptcy Section*, January 2000
- Equipment Leasing, *Ch. 6, 2nd Edition, Financing California Business*, January 2000
- Just How Negative Toward the Negative Pickup Can a Court Get?, *Los Angeles County Bar Association Commercial Law and Bankruptcy Section*, January 1, 1999
- Pre-Workout Agreements: Minimizing Lender Liability, *Business Law News, Vol 15, No. 4*, Fall 1993

### **Presentations**

- Panelist, "Nuts and Bolts of Leveraged ESOP Finance," Secured Finance Network (formerly known as Commercial Finance Association), August 28, 2019
- Speaker, "Trusts as Loan Parties," Boston Private Bank, February 5, 2016
- Speaker, "Legal Round Table," Opus Bank's training program in Los Angeles, C, May 13, 2015
- Co-speaker, "Legal roundtable," Bridge Bank, January 26, 2015
- Co-speaker, "Legal Roundtable," Bridge Bank, November 6, 2014
- Co-speaker, "Legal Roundtable," Corporate Finance Group at Avidbank in San Jose, CA, September 9, 2014

- Co-speaker, "Negotiating the Loan Documents," Bridge Bank, April 29, 2014
- Co speaker, "Nuts and Bolts of Leveraged ESOP Finance," Community Bank in Los Angeles, CA, April 3, 2014
- Speaker, "After the Final Default: Foreclosures Under UCC Article 9," Los Angeles County Bar Association, April 2, 2014
- Speaker, "Commitment Letters, Proposal Letters and Term Sheets," Lorman Education Services Teleconference, August 16, 2012
- Speaker, "Commitment Letters, Proposal Letters and Term Sheets," Commercial Law and Bankruptcy Section of the Los Angeles County Bar Association, February 22, 2012
- Speaker, "The Pre-Workout Agreement," Los Angeles County Bar Association, May 18, 2011
- Panelist, "Intercreditor Issues in Multi-Lender Workouts," Turnaround Management Association, April 14, 2011
- Speaker, "Pre-Workout Agreements," Los Angeles County Bar Association, March 8, 2011
- Speaker, "Trusts as Loan Parties: Borrower, Guarantor, Subordinated Creditor," Webinar, February 9, 2011
- Speaker, "Trusts as Loan Parties," Los Angeles County Bar Association, April 21, 2010
- Speaker, "Trusts as Loan Parties (Borrower, Guarantor, Subordinated Creditor)," Union Bank's Commercial Finance Department and Legal Department in Los Angeles, CA, January 22, 2010

#### **Webinars**

- "Webinar: Nuts and Bolts of Leveraged ESOP Finance," June 14, 2017
- "Nuts and Bolts of Leveraged ESOP Finance," April 29, 2015
- "Commitment Letters, Proposal Letters and Term Sheets," March 21, 2012
- "Understanding Trusts as Loan Parties (Borrower, Guarantor, Subordinated Creditor)," March 23, 2011
- "The Pre-Workout Agreement: What it is. Why you want it. What's in it." Buchalter Nemer Teleseminar Series," July 14, 2009

#### **Education**

Mr. Willner earned his J.D. at Loyola Law School, where he was Order of the Coif. While in law school, he served as a judicial extern to the Honorable Justice Allen E. Broussard of the California Supreme Court. He was also an articles editor and a published author for the *Loyola Law School Entertainment Law Journal*. He earned his B.A. *cum laude* at the University of California, Los Angeles.

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#### **Bar Admissions**

- California

#### **Court Admissions**

- U.S. District Court for the Eastern District of California
- U.S. District Court for the Northern District of California
- U.S. District Court for the Southern District of California
- U.S. Court of Appeals for the Ninth Circuit