

EDUCATION

COLUMBIA LAW SCHOOL, New York, NY

J.D., received May 2012; Articles Editor, *Columbia Law Review*; Harlan Fiske Stone Scholar

Admitted to New York Bar (active); limited in-house Kentucky Bar admission (active)

Relevant Coursework: Research Assistant to Professor Jeffrey Fagan (expert in policing, crime, gun control and race, and expert witness in NYPD “stop and frisk” constitutional case); Professor Kimberlé Crenshaw (expert in critical race theory and intersectionality); and Professor Olati Johnson (expert in civil procedure, legislation and anti-discrimination law)

Courses on Wrongful Convictions, Family Law, Intersectionality and Incarceration

Student Lawyer, Mass Incarceration Clinic

HARVARD UNIVERSITY, Cambridge, MA

B.A. in Government & French Language Citation, received June 2007

UNIVERSITÉ DE PARIS IV-LA SORBONNE & INSTITUT CATHOLIQUE DE PARIS, Paris, France

Coursework in Political Science, History, and English and American Studies (conducted in French), Spring 2006

EXPERIENCE

Yum! Brands, Louisville, KY

Director of Transformation

June 2020-Present

- Serve as lead of the Transformation Office, providing executional support for the cross-functional and cross-brand collaboration that drives the growth goals of a company with more than 50,000 restaurants in over 150 countries.
- Act in chief of staff capacity to Yum!’s Chief Transformation and People Officer and the Yum! Global Leadership Team, with responsibility for managing the operating model of the most senior leaders in the organization.
- Lead cross-functional and complex projects and initiatives that impact the global enterprise.

Director, Corporate Counsel

February 2019-June 2020

- In addition to ongoing and expanded responsibilities from previous Yum! Brands roles, drafted, reviewed and negotiated a range of commercial agreements, including:
 - Credit card processing services agreement, resulting in a 64% reduction in system processing costs or approximately \$6 million in system savings on a per year basis for U.S. corporate and franchised restaurants.
 - Agreements with technology and consulting firms for the development of proprietary code in connection with Yum 2020 Data & Analytics use cases on 1-to-1 marketing, demand forecasting and location selection.
- Advised on KFC U.S. and Pizza Hut U.S. franchising and real estate matters on a short-term basis, negotiating leases and other real estate agreements and collaborating with franchising, development and finance teams on development and divestiture priorities.
- Established and led first-ever legal operations team, responsible for identifying data insights and processes that enhance the overall effectiveness of the legal department.
 - Led cross-functional team tasked with identifying a global technology solution for storing and managing lease, vendor, commercial, M&A and franchise agreements.

Sr. Manager, Corporate Counsel

February 2018-February 2019

- Advised and provided legal support on 2018 strategic partnership with, and \$200 million equity investment in, GrubHub and 2018 \$1.45 billion securitization transaction, serving as lead attorney overseeing all aspects of the

securitization transaction.

- Assisted in setting legal strategy around aggregator agreements and partnerships in international markets, including with respect to the collection and use of customer data.
- Led teams responsible for transition from legacy to new stock transfer agent and e-billing technology solution.
- Led team of two direct reports responsible for negotiating commercial, vendor and technology agreements and coordinated enterprise strategy for updating of standard forms, process improvement efforts and know-how sharing.
- Established and led first-ever policy governance and oversight team, responsible for cataloguing policies affecting Yum! Brands corporate employees and devising systems for creating, updating and eliminating policies.

Manager, Corporate Counsel

February 2016-January 2018

- Advised and provided legal support on 2016 spin-off of China business and issuance of over \$7 billion of new debt by Yum! Brands subsidiaries in 2016.
 - Led and executed process of getting Yum China listed on the New York Stock Exchange (NYSE) and establishing Yum China's relationship with its stock transfer agent.
 - Drafted Yum China organization documents, board committee charters, corporate policies and other documents required under NYSE rules and applicable law.
 - Managed due diligence process in connection with Yum's 2016 leveraged financing activities and served as lead attorney on 2017 \$750,000 notes offering and 2017 \$1.99 billion and 2018 \$1.97 billion credit facility refinancings, overseeing all aspects of these transactions.
- Updated form asset purchase/sale agreements, made recommendations to streamline deal process and oversaw paralegals in negotiating principal agreements and overall deal execution in connection with two-year \$1.28 billion refranchising program.
- Assisted in earnings process, including review of press releases, scripts and infographics and provided legal support to Sustainability/Corporate Citizenship team on public reporting activities.
- Drafted and reviewed public filings with the SEC, including on Forms 8-K, 10-K and 10-Q.

Credit Suisse, New York, NY

Vice President and Counsel, Corporate Secretary Americas (former Secondee)

November 2014-January 2016

- Administered and managed hundreds of Americas subsidiaries, overseeing all corporate governance matters. ● Reviewed and drafted formation and organization documents, resolutions, agreements and other documents related to a wide range of inter-affiliate and third party transactions.
- Managed all aspects of board and committee meeting process, preparing agendas, directly coordinating with board members, senior management and presenters and drafting and finalizing meeting minutes.
- Advised on various firm initiatives and New Business matters, analyzing transactions to determine internal and board-level approval requirements.
- Advised on legal entity restructuring and other governance matters in connection with implementation of Federal Reserve Board Intermediate Holding Company rules.

Davis Polk & Wardwell LLP, New York, NY

Associate & Summer Associate

October 2012-November 2014 & Summer 2011

- *Capital Markets*: Represented underwriters and issuers in equity, debt and structured products offerings. Conducted due diligence, led comfort letter process, and drafted offering documents, underwriting agreements, opinions and 10b-5 letters, and other ancillary documents and agreements.
- *Mergers & Acquisitions*: Conducted due diligence for transactions in a wide range of industries. Drafted board minutes, resolutions, certificates and other documents related to corporate governance matters. ● *Derivatives and Structured Products*: Member of dedicated team that represents a large financial institution in connection with its ongoing offerings of structured products. Reviewed and drafted term sheets and free writing prospectuses, prospectus supplements and notes for equity-, commodity- and currency-linked products.

Paul, Weiss, Rifkind, Wharton & Garrison LLP, New York, NY

Summer Associate

Summer 2010 & Summer 2011

- Assisted in researching and drafting agreements for IPO of a mid-sized company and drafted memos on various substantive topics.

Schiff Hardin LLP, New York, NY

Sponsors for Educational Opportunity (SEO) Summer Intern

Summer 2009

- Researched and drafted memos on complex litigation matters and performed document review.

The Vanguard Group, Malvern, PA

Supervisor, Institutional Investor Group – Participant Education

August 2008 – May 2009

- Managed a team of eight direct reports responsible for the development and delivery of marketing and education materials to participants in Defined Contribution plans across all market segments.

Analyst, Acceleration Into Management (AIM) Program

July 2007 – August 2008

- Rotated through four business areas (Human Resources, Vanguard Brokerage Services, Participant Education and Education Markets Group).
- Performed analytical and leadership functions and obtained FINRA Series 6 & 63 licenses (inactive).

COMMUNITY INVOLVEMENT

- Greater Louisville Inc. Business Council to End Racism, Member, June 2020-Present
- StageOne Family Theatre; Board Member and Member, Search Committee, December 2017-March 2020.
- Maryhurst; Board Member and Member, Development & Nominating Committee and Program Development & Quality Improvement Committee, December 2017-March 2020.
- Leadership Council on Legal Diversity; 2019 Fellow.
- Charles W. Anderson, Jr. Bar Association; Member.
- Ignite Louisville; 2017 Graduate.
- Harvard Club of Louisville; Member and Alumni Admissions Interviewer.
- Alpha Kappa Alpha Sorority, Inc. and The Links, Inc.; Member.