



**JENNIFER H. CALLAHAN**  
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## BIOGRAPHY

Jennifer Callahan's practice is focused on tax and business planning for closely held family businesses, tax-exempt organizations, and private and public companies of all sizes across a broad range of industries. She regularly provides client counseling in the areas of federal and state taxation, entity formation and operations, executive compensation and employee benefits law.

A substantial portion of her practice is devoted to all aspects of executive compensation and benefits planning. She also utilizes her knowledge and experience with tax-exempt law in assisting tax-exempt organizations, including charitable organizations, schools and universities, healthcare organizations and private foundations, navigate the unique tax and regulatory requirements applicable for maintaining tax-exempt status.

She also has extensive experience and knowledge of the agriculture industry and serves as outside general counsel to several large agricultural-based businesses.

Her achievements have earned her inclusion in *Chambers USA Guide to America's Leading Lawyers for Business* (labor and employment), *The Best Lawyers in America* (employee benefits/ERISA law, non-profit/charities law) and *Oklahoma Super Lawyers* (tax, employee benefits/ERISA), where she was named to the publication's list of "Top 25 Women Oklahoma Super Lawyers."

Jennifer currently serves on McAfee & Taft's board of directors and co-chairs the firm's Agriculture and Equine Industry Group.

## REPRESENTATIVE EXPERIENCE

- Drafting and implementation of all types of executive compensation plans and agreements, including employee stock option plans (both ISO and NQO), restricted stock plans and other equity based incentive plans, supplemental executive retirement plans, non-qualified deferred compensation plans (and related trusts), employment agreements, and severance/retention agreements.
- Analysis of executive compensation plans and arrangements for 409A compliance.
- Providing advice on golden parachute payments, Code Section 162(m), and severance payment issues incident to business transactions.
- Advising tax-exempt organizations on all aspects of formation, operations, governance and business transactions as a means for maintaining their tax-exempt status.
- Formation of family foundations and private foundations and ongoing counseling regarding day-to-day operational matters, board governance and contractual matters.

- Representation of both taxable and tax-exempt organizations in joint ventures, particularly within the healthcare industry.
- Representation of farming and ranching families and other agricultural businesses on a variety of tax and business matters, including business succession planning and wealth preservation.
- Tax planning and administrative aspects of Oklahoma tax law with special emphasis on business incentives, including Oklahoma's Quality Jobs and Small Employer Quality Jobs incentives, and ad valorem and sales tax exemptions.

## ADMISSIONS

- Oklahoma, 1996
- U.S. Tax Court

## EDUCATION

- J.D., with highest honors, University of Oklahoma, 1996; *Oklahoma Law Review*; Order of the Coif; Phi Delta Phi
- M.S., Oklahoma City University, 1993 (Accounting)
- B.S., *summa cum laude*, California Polytechnic State University, 1991 (Agricultural Business)

## PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Oklahoma Bar Association
- American Bar Association

## CIVIC INVOLVEMENT AND LEADERSHIP

- Oklahoma Cattlemen's Association (Tax Section)
- Regional Food Bank of Oklahoma (Board of Directors)
- Sunbeam Family Services (Board of Directors)