

Rebecca Callahan, Esq. is a full-time attorney neutral working in the fields of commercial arbitration and mediation. She is a member of the commercial arbitration and mediation panels of the **American Arbitration Association**, as well as the large complex case, international (ICDR) and Master Mediator panels. She is a Fellow of the **College of Commercial Arbitrators**, and a member of the mediation and arbitration panels of the **National Academy of Distinguished Neutrals**. Rebecca is known for her advance preparation, creative thinking, high energy, and collaborative style, as well as her ability to bring difficult disputes to a close in an efficient, economic, thoughtful and fair manner. She has been appointed as arbitrator in over 150 matters, including numerous three-arbitrator panel appointments. She has served as mediator in over 1,200 matters.



Rebecca's experience in dispute resolution covers a broad spectrum of industries, subject matters and disputes, including: breach of contract; bankruptcy reorganization; cannabis licensing, business sales and marketing; cryptocurrency investments and exchange transactions; commercial lending; commercial real property leasing and sale; equipment leasing; intellectual property development, ownership and licensing; insolvency (*e.g.*, preferences, fraudulent transfers and lien priority); purchase and sale of businesses; intra-partner disputes involving accountings, allegations of breach of fiduciary duty, and claims for dissociation and dissolution; financial elder abuse; franchisor-franchisee relations; real property purchase, sale and development; wills and trusts disputes involving trustees versus beneficiaries, and beneficiaries versus beneficiaries; and wills and trusts disputes involving claims of undue influence and will contests.

Rebecca has always been an active member of her local and state bar organizations. Most recently, she has served on the Board of Directors of the Masters Division of the Orange County Bar Association (2021-2022), and previously served a three-year term on the Board of Directors of the Orange County Bar Association (2014-2016), and as Vice Chair and then Chair of the ADR Section (2012 and 2013).

Rebecca has been an adjunct professor, skills trainer and presenter for over 20 years. She has been an adjunct professor at **Pepperdine University School of Law** since 2010, where she has taught arbitration theory and practice and mediation. She has been on the faculty of the **American Arbitration Association** since 2011, where she has taught numerous professional skills training courses in arbitration and mediation. Over the years, Rebecca has participated in numerous continuing education conferences and has presented on numerous topics.

Rebecca is available globally for in-person assignments, and is able to host using video conferencing or hybrid sessions.

WORK HISTORY

Arbitrator – Mediator, Callahan Dispute Resolution, 2005-Present

Attorney, Callahan Law Corporation, 1993-2015

Partner, Lobel Winthrop & Broker, 1986-1993

Associate, Buchalter Nemer Fields & Younger, 1985-1986

Associate, Allen Matkins Leck Gamble & Mallory, 1983-1985

Associate, Kindel & Anderson, 1982-1983

EDUCATION

University of California, Berkeley, J.D.

University of Southern California, B.A.

Pepperdine University School of Law / Straus Institute, LL.M. in Dispute Resolution

GENERAL SUBSTANTIVE EXPERIENCE

20+ years experience as a business litigator. My practice was largely in the Chapter 11 / reorganization space where my cases frequently included (a) litigated disputes with lenders, landlords, insurers, investors, and the like from both the debtor and creditor perspectives, (b) prosecution and defense of nondischargeability cases for fraud or defalcation, and (c) the valuation, title and/or disposition of real property. Some case digests are available on my website.

For a 5-year period during my litigation practice, represented a hospital in several provider/payor disputes, including the liquidation of the hospital's 7-figure claim in the MedPartners bankruptcy.

For the last 5 years of my litigation practice - before becoming a full-time neutral - successfully represented an elder ("mom") in litigation against her eldest son to trace and reclaim title to her \$20 million real estate portfolio. Then successfully represented the youngest son (after mom died) in defending the eldest son's challenge to mom's will and trust, which disinherited the eldest son.

Through my arbitration and mediation practice, my experience has been EXP ANDED to include the following:

A) Intra-partner/ intra-member disputes seeking dissolution, accounting, and/or expulsion for breach of fiduciary duty, fraud, defalcation, and/or conversion of assets. Some of these cases have involved family partnerships that operated manufacturing businesses or commercial real properties.

B) Rights and remedies flowing from stock or asset purchase transactions when the transaction fails or does not conform to what was represented or planned.

C) Breach of contract in the context of distributorship and independent sales representative agreements.

D) Cryptocurrency disputes including such matters as **(1)** the purchase and development of real property to be used as a bitcoin mining operation; **(2)** the design and manufacture of specialized ASIC chips for use in bitcoin mining computers; and **(3)** the transfer and exchange of bitcoin currency between custodial and non-custodial wallets.

E) Franchisor/ Franchisee disputes including such matters as **(1)** franchisors terminating the franchisee "for cause" and seeking liquidated damages and injunctive relief; and **(2)** franchisees seeking to unwind the franchise agreement based upon problems with the franchise disclosure document and/or franchisor performance issues re franchisee support or the alleged lack thereof.

F) Healthcare arbitrations including such matters as **(1)** disputes over whether services were medically necessary or compensated at the proper rate; **(2)** termination of a pharmacy's network contract for failure to disclose the pharmacy's true owner; and **(3)** disputes between the buyer and seller after the proposed purchase and sale of a Medicare Advantage plan failed.

G) Intellectual property disputes including such matters as **(1)** claims of patent infringement through alleged reverse engineering and the companion claim invalidity defense, and **(2)** breach of exclusive license agreement for alleged failure to use commercially reasonable efforts to develop, promote and sell the licensed products.

H) Probate/ Wills and Trusts mediations involving disputes **(1)** between beneficiaries or **(2)** between the trustee and one or more beneficiaries of a trust. Probate law is similar to bankruptcy law in the sense that it provides a procedural and substantive law backdrop for determining parties' rights and interests in a finite estate defined by date of filing (bankruptcy) or date of death (probate).

MEDIATION EXPERIENCE

I have been a mediator for over 25 years and have mediated over 1,000 matters involving a broad array of business disputes. My areas of experience are discussed in the "Experience" section above.

I was on the original mediation panel created by the U.S. Bankruptcy Court/ Central District of California in 1995, and served on that panel until 2012. I was also on the original mediation panel created by the U.S. District Court/ Central District of California in about 2002, and served on that panel until 2015. As part of my court service, I mediated over 300 cases. For the bankruptcy court, most cases fell into one of two categories: **(1)** nondischargeability claims where the creditor was accusing the debtor of fraud or defalcation as a fiduciary, and **(2)** preference avoidance claims where a bankruptcy trustee was seeking to recover property or money transferred to a third-party in advance of the bankruptcy filing. For the district court, most cases fell into one of two categories: **(1)** commercial business disputes, and **(2)** loan default/wrongful foreclosure disputes.

In 2005, I added neutral services to my law practice offerings. The following are two examples of interesting cases that illustrate some of the benefits of giving parties the opportunity to explore a negotiated resolution before they commit to the litigation outcome.

- Ownership of Class Action Recovery. The dispute arose out of an assignment for benefit of creditors proceeding in which the assets of the assigning entity (Old Co) were sold to New Co. Because of the wording of the assignment, it was unclear whether the assets transferred to New Co included a class action recovery. The amount of the potential payout was unknown because the pool of competing class action claimants was unknown. Pre-mediation, the parties were stuck on whether Old Co or New Co owned the class action payout. Through mediation, the parties figured out a way to tranche the potential recovery - e.g., the first \$1 million, the second \$2 million, the third \$2.5 million dollars, etc. - and to agree to share any recovery in varying percentages. The trustee of Old Co wanted a bigger percentage of the early payouts to pay creditors and close the estate. New Co was willing to agree if it received a bigger percentage of the later payouts because it believed the potential payout was going to be significantly more than Old Co's trustee.
- Franchisor/ Franchisee Dispute. The plaintiff was an original franchisee and over the years had built a very successful business. Ownership and management of the franchisor changed during the second term of plaintiff's franchise, which led to changes to the system that resulted in less support for franchisees. Litigation resulted. Plaintiff had two problems: (1) Despite the franchisor's changes and new direction, plaintiff's business continued to grow and produce greater profits. He thus would not be able to show lost profits as a result of the franchisor's actions. (2) Plaintiff was located in a jurisdiction that was NOT hostile to the enforcement of non-compete agreements. which meant that if he left the franchise system but continued with the business, the business would be exposed to an unfair competition claim, as well as a potential injunction by the franchisor re the continued use of customer information. After exploring the impact of the uncertainty created by these potential realities, plaintiff was able to pivot in mediation and engage in a negotiation whereby plaintiff could exit the system and continue in business free of all restrictive covenants on buyout terms agreeable to both parties. This satisfied the plaintiff's "legacy" plans to pass the business onto the owner's sons, and it satisfied the franchisor's desire to go in a new direction without the negative publicity and expense the litigated dispute would invite.

REPRESENTATIVE ISSUES ENCOUNTERED IN MEDIATION

- Duty Issues - defined by contract; imposed or implied by law; undertaken by status as an attorney, broker, officer, director, partner, managing member, employer, employee, agent or representative.
- Money Issues - accounting for money; tracing the use or disposition of funds or other assets; assessing the monetary value of property, goods, services or other benefits bestowed or received; assessing the monetary value for loss of or damage to tangible or intangible property/property rights; understanding the current or historical financial condition of a business or business venture.
- Conduct Issues - negligent acts and omissions; tortious conduct in the form of fraud, trespass, misappropriation, defalcation, infringement, conversion, transfer and concealment of assets; unfair business conduct in terms of not performing as agreed or engaging in conduct aimed at obtaining an unearned advantage or unjust enrichment.
- Valuation Issues - assessing the value to be ascribed to real or personal property, goods, services or other benefits received or bestowed; assessing the value of a partial ownership interest in property, a business, a trust or other assets.
- Offset Issues - assessing the effect of competing claims.

MEDIATOR STYLE & PROCESS PREFERENCES

- Core Philosophy - I love mediation because it is efficient, economic and effective! Of the dispute resolution processes available to disputing parties, mediation is by far the most efficient and economical. It may provide the best outcome in the context of civil business disputes when the downside risks, cost of the litigation / arbitration alternative, and lost opportunity costs associated with delayed outcomes are factored in.
- Approach
 - A) Learn as much about the dispute before the mediation begins by reading the underlying pleadings and material documents that the parties may refer to during the mediation.
 - B) Confer privately with the parties' counsel in advance of the mediation regarding the background of the dispute, what they / their client(s) would like achieve at the mediation, and whether there is any "private" or "confidential" information I should be aware of before the mediation begins.
 - C) Walk into the mediation with an action plan on how to get the parties started with constructive dialogue about the dispute and what needs to be considered when crafting a negotiated resolution.
 - D) Walk into the mediation with an action plan on how to help the parties start the negotiation.
 - E) Walk into the mediation with an understanding of when / where / how impasse might occur and have an action plan for helping the parties work through that event so as to keep the negotiation rolling forward.

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- **Perspective** - I am friend to all and foe of no one. I am there to help the parties and their counsel in an even-handed way to (a) discuss the dispute, (b) explore their negotiated outcome options, and (c) engage in a settlement negotiation. I am there to promote and coach a negotiated outcome. I am there to build settlement and avoid or work through impasse.
 - **Style** - At the outset, I start facilitative and give the parties and their counsel a wide berth with regard to how to discuss the dispute, the litigation/arbitration alternative, and what thoughts the parties and counsel have about how the dispute might be settled. It is, after all, the parties' dispute and thus their resolution.

During the course of the mediation, I work with the parties to exchange information and to give reasons for their respective proposals. This is one of the most meaningful aspects of mediation - i.e., that parties are called upon to share information that might otherwise cost tens of thousands of dollars and months of discovery to exchange in the context of the litigated / arbitrated dispute. From my perspective, this is one of the reasons why mediation is so cost effective and successful in achieving negotiated outcome results.

In private, once proposals are being exchanged between the parties, I work with the parties and their counsel to evaluate the litigation / arbitration alternative as compared to the settlement proposals or opportunities that are in the offing.

- **Mediator Goal** - My goal as mediator is to end with a negotiated resolution or - short of that - an agreed upon framework for settlement within which the parties and counsel can continue to pursue after the mediation session ends, which does not need to spell the end of the parties' efforts to achieve a negotiated resolution.

The litigated business dispute is one where the payment of money or division of property usually plays a role in the negotiation. These types of negotiations tend to be "aggressive" because each side is there to claim as much as they can and give up as little as they have to in order to achieve a negotiated resolution. As such, these types of negotiations take time, and several moves and counter-moves. My goal in these types of negotiations is to help both/all sides stay engaged in the negotiation and to find value in achieving a settlement. Sometimes, this means continuing to work post-mediation.

PROFESSIONAL ASSOCIATIONS

American Arbitration Association, Mediation and Arbitration Panels / Commercial, Large Complex Case, Healthcare and Consumer Panels
International Centre for Dispute Resolution Mediation and Arbitration Panels
College of Commercial Arbitrators, Fellow
National Academy of Distinguished Neutrals, Mediation and Arbitration Panels
Pepperdine University School of Law, Adjunct Professor (2010 to 2025)
College of Commercial Arbitrators, Fellow
ABA Dispute Resolution Section, Member
Orange County Bar Association, Board of Directors for the Masters Division (2021-2022), Past Director (2014-2016) and Past ADR Section Chair and Vice Chair (2011-2013)

COURT ADMISSIONS

California Bar

U.S. Supreme Court

Ninth Circuit Court of Appeals

U.S. District Court, Central, Eastern, Northern and Southern Districts of California

PERSONAL

Married to Rich Keys, an attorney and principal of Bidna & Keys APLC

One son, Alex Keys, an entrepreneur / business owner, married to Jacqueline, an HR manager

Hobbies and interests include the gym, walking her dogs, pickleball and bridge

PUBLICATIONS

- Contributor to Chapter 2 of the College of Commercial Arbitrators' "Guide to Best Practices in Commercial Arbitration" (Juris, 2025) (chapter on arbitrator ethics)
- "Five Things Litigators Must Know Before Stepping Into An Arbitration" (Advocate Magazine, September 2021)
- "Arbitration Clauses: Hot Questions & Cool Answers" (OC Lawyer, February 2017)
- "Arbitration Clauses: A Contemporary Look at Advanced Drafting Considerations" (OC Lawyer, April 2017)
- Facework in Mediation" (OC Lawyer, November 2016)
- "Mediation Advocacy: Negotiation Tips and Perspectives" (OC Lawyer, July 2015)
- "Piercing the Veil of Mediation" (LA Daily Journal, May 8, 2015)
- "Mediation Confidentiality: For California Litigants, Why Should Mediation Confidentiality be a Function of the Court in Which the Litigation is Pending?" 12 Pepp. Disp. Resol. L.J. 63 (2012)
- "It Takes Two to Tango: How to Get the Most Out of Mediation" Daily Journal Verdicts and Settlements (May 27, 2011)
- "What to Do When the Threat of Bankruptcy Becomes an Issue in Mediation" (ABA Litigation Section, Vol. 14, Issue 3, 2010)
- "Truth or Dare: California's New Ethics Standards for Private Arbitrators" (California State Bar, Business Law News, Issue 1, 2008)
- "California's New Ethics Standards: a Hot Bed of Controversy," 5 J. Am Arb. 295 (2006)

TEACHING & TRAINING

- Arbitrator Level I Training – Presenter (AAA, 2025, 2024, 2023, 2022 and 2021)
 - "Arbitration Theory and Practice" – Adjunct Professor (Pepperdine School of Law, 2024, 2023, 2022, 2021, 2019, 2018, 2017 and 2016)
 - "Essential Skills for the New Mediator!" – Presenter (AAA Training Program for New Mediators, 2019, 2018, 2016, 2015, 2014 and 2013)
 - "Recent Developments in Arbitration and Mediation" – Presenter (OCBA-ADR Section, 2019, 2018, 2017, 2016, 2015, 2014 and 2013)
 - "Arbitrator Ethics: Ensuring the Integrity of the Process" – Presenter (ABA Arbitration Institute, 2022)
 - "2021-2022 Recent Developments in Arbitration – Presenter (ABA Arbitration Institute, 2022)
 - "You're Not in Kansas Anymore: Seven Things Court Litigators Should Know Before Stepping Into an Arbitration" – Presenter (California Lawyers Association Section 2021)
 - "The Queen's Gambit: Skills, Techniques and Strategies for Seeing Three Moves Ahead in Mediation" – Presenter (California Lawyers Association 2021)
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- "Everything You Always Wanted to Know About Arbitrator Ethics and Party Recourse" – Presenter (OCBA, 2020)
 - "Contributing and Creating Value in Mediation - What Are Effective Techniques that Work to Get the Negotiation Started, Advance the Ball and Keep it Rolling Forward?" – Presenter (AAA Brown Bag Program, 2019)
 - "Value Added Mediation" – Presenter (SCMA Advanced Track, 2018)
 - "Settlement Building Techniques and Mediator Influence" – Presenter (U.S. District Court Advanced Arbitration Skills Institute" – Presenter (USC 2016 and 2017)
 - "Mediation Theory and Practice" – Adjunct Professor (Pepperdine School of Law, 2016, 2014, 2012, 2011 and 2010)
 - "Impasse: Mediating in the Red Zone" – Presenter (AAA, 2015)
 - "E-Discovery: Arbitration in a Digital World" – Presenter (AAA, 2015)
 - "Lying for the Sake of the Deal" – Presenter (ABA Dispute Resolution Section, 2015, AAA/ICDR, 2016)
 - "Conducting Research & Investigations: The Arbitrator's Authority" – Presenter (AAA, 2014)
 - "Principled Deliberations: Decision-Making Skills for Arbitrators" – Presenter (AAA, 2014)
 - "Are Your Secrets Safe in Mediation" – Presenter (OCBA, 2012)
 - "Follow the Money: Tips, Strategies and Special Issues Associated with Settling Insured Claims" – Presenter (OCBA, 2012)
 - "The Well Wrought ADR Clause" – Presenter (ABA-Dispute Resolution Section, 2012)
 - "Economy, Speed and Justice: What Neutrals, Forum Providers, Advocates and Parties Can do to Control and Reduce the Cost of ADR Processes – Presenter (OCBA-ADR Section, 2012).

CONTINUING EDUCATION COURSES

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- Advanced Mediation and Dispute Resolution Process Management (AAA, 1-day program, 2025)
 - College of Commercial Arbitrators – Annual Conferences (2024, 2023, 2021, 2020, 2019 and 2018)
 - Advanced Mediation (Pepperdine University School of Law / Straus Institute, 3-day course, 2018)
 - Bench-Bar Experiences with the 2015 Discovery Proportionality Amendments (Duke Law Center for Judicial Studies, 1-day program, 2017)
 - Red Flags and Risk Areas: Challenges to Arbitrator Authority (AAA, 2-hour program, 2017)
 - Advanced Mediation Training (U.S. District Court, 1-day programs, 2017, 2016, 2015, 2014 and 2013)
 - Advanced Arbitration Skills (University of Southern California Law School, 5-day program, 2016)
 - Resolving International Commercial Disputes (AAA/ICDR, 2-hour program, 2016)
 - Principled Deliberations / Decision-Making Skills for Arbitrators (AAA, 2-hour program, 2014)
 - Med-Arb: Is it Appropriate for a Neutral to Mediate a Case and then Hear and Decide the Case as Arbitrator? (OCBA-ADR Section, 1-hour program, 2013)
 - Follow the Money: Tips, Strategies and Special Issues Associated with Settling Insured Claims (OCBA-ADR Section, 1-hour program, 2012)
 - Apology, Forgiveness and Reconciliation (Pepperdine University School of Law / Straus Institute, 1-day program, 2012)
 - Neuroscience and Mediation (ABA Dispute Resolution Annual Conference, 1-hour program, 2011)
 - Good Judgments: Improving Assessment and Advocacy in Negotiation (ABA Dispute Resolution Annual Conference, 1-hour program, 2011)
 - Ethical Dilemmas in Mediation (ABA Dispute Resolution Annual Conference, 1-hour program, 2011)
 - Strategic Negotiating Skills (Pepperdine University School of Law / Straus Institute, 2-day course, 2011)
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- Confronting Arbitrability and Jurisdiction Issues in Arbitration (AAA, 2-hour program, 2011)
 - Managing the Arbitration Process for Efficiency and Economy Following the Preliminary Hearing (AAA, 2-hour program, 2011)
 - The Extent or Limit of Mediator Influence to Effect Settlement (AAA, 2-hour program, 2011)
 - Dealing with Delays in Arbitration (AAA, 2-hour program, 2010)
 - Mediating in the Red Zone (Pepperdine University School of Law / Straus Institute, 2-day course, 2010)
 - Mediating Employment, Personal Injury and Professional Liability Cases (Pepperdine University School of Law / Straus Institute, 2-day course, 2009)
 - Negotiating Litigated Disputes – From Practical to Tactical (AAA, 2-hour program, 2009)
 - The Extent or Limit of Mediator Influence to Effect Settlement (AAA, 2-hour program, 2011)
 - Dealing with Delays in Arbitration (AAA, 2-hour program, 2010)
 - Mediating the Complex Case (Straus Institute, 2-day course , 2008)
 - Standards for Efficient and Cost Effective Arbitration (AAA, 2-hour program, 2008)
 - Best Practices in Commercial Arbitration (College of Commercial Arbitrators, 1-day program, 2007)
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