



## Paul J. Hanley

Partner

### Contact

Denver

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## Overview

**Paul Hanley is a partner in our Denver business transactions and financial services practices. Paul's corporate and commercial law practice involves mergers and acquisitions, Regulation D and Private Placements, private equity and debt finance, corporate and partnership structuring, commercial loans, family limited partnerships, UCC foreclosures, including strict foreclosures, tax planning, international structuring and transactions, and commercial transactions.**

Paul has extensive experience with software developers and technology companies, distributors, public private partnership finance, international transactions, manufacturers and retailers in many different industries, including software development, insurance, telecommunications, cycling, apparel, online retail, digital health, magazines, and publishing, as well as with various technology companies, real estate, and software developers.

Paul has a cumulative total of over 50 years of board and community leadership experience. He is currently on the Board of Directors of Sturm Financial Group, a bank holding company that owns ANB Bank, where he also serves on the audit committee. Paul has served on the Board of Education of the Cherry Creek School District, the Foundation for Colorado Community Colleges, the Cherry Creek Valley Water and Sanitation District, and the Board of the Cunningham Fire Protection District. Paul has been publicly elected to governmental boards eight times, and he has over ten years of active experience on audit committees of organizations with over \$500 million in assets. He is a member of the National Association of Corporate Directors.

## Education

- University of California Hastings College of the Law, 1985 (J.D.)
- University of Colorado Boulder, 1980 (B.A.), *Bachelors of Music, with highest honors*

## Bar Admissions

- Colorado

## Distinctions

- Martindale-Hubbell, AV Preeminent Rated Lawyer, 2004-present

## Memberships

- Sturm Financial Group, Inc., Audit Committee, Director, 2013-present
- Colorado Community Colleges System Foundation, Director, 2008-2016
- National Association of Corporate Directors, 2014-present
- Cunningham Fire Protection District, Director, 2012-2014
- Colorado Secretary of State Business Advisory Committee, 2007-2008
- Cherry Creek School District, Board of Education, Director, 1999-2007 (term limited)
  - Audit Committee, Chairman, 2003-2007
- Cherry Creek Valley Water and Sanitation District, Director, 2000-present
- Cherry Creek Schools Foundation, Director, 2004-2006
- Rocky Mountain Expeditionary School of Learning, Board of Cooperative Educational Services, Director, 1999-2002
- Colorado Bar Association, Subcommittee on Revisions to Article 8 of the Uniform Commercial Code, 1995-1996

## Related Experience

- \$7.5 million real estate private placement under Regulation D.
- \$30 million commercial credit facility, including a revolving line of credit, an equipment loan, a term real estate loan, and an SBA 504 bridge loan involving three affiliated borrowers, nine cross-guaranties, loan participations, and interest rate swaps.
- \$14 million sale of specialty insurance agency.
- \$2 million secured convertible note purchase from technology company.
- \$6 million acquisition through UCC strict foreclosure of a distressed manufacturer.
- Lease line of credit financing for automobile dealer structured lease program.
- \$10 million sale of telecommunications company.
- Local counsel for concessionaire in U.S. Highway 36 P3 financing.
- Organization of an operating subsidiary in Puerto Rico.
- Representation of preferred stock investor in sale of target company to top tier technology company.
- Acquisition of solar power facilities in Colorado, New Mexico, Arizona, California, and Hawaii.
- \$250 million sale of a Denver-based pharmacy benefit management company.
- Exclusive magazine distribution contract with a national retailer.
- Acquisition of a South Korean software developer with establishment of foreign operating subsidiary.
- \$18 million credit facility for a gasoline transport business.
- Successful proxy fight involving litigation that resulted in a takeover.
- \$25 million combined term loan and line of credit facility for a healthcare company.
- Acquisitive Section 351 transaction of a group of franchise restaurants.
- Private debt and equity capitalization of an environmental cleanup company.
- \$30 million private equity minority recapitalization.
- \$18 million sale of an online cycling retailer involving synthetic restricted stock units.
- \$8 million sale of a Denver-based online fulfillment business.
- Secured subordinated debt financing of a Colorado real estate development.
- UCC strict foreclosure of oil and gas drilling assets.
- Purchase and subsequent sale of a placer gold mine and water rights.

- UCC sale of stock and membership interests and defense of priority security interest.
- Our client held over \$1 million in secured debt, but it was subordinated to several million dollars of senior secured debt that was in default. The senior lender had started a replevin action to repossess the debtor's business collateral.
- Represented clients in all types of acquisition and sale transactions including purchases or sales of assets or stock, mergers, tax-free reorganizations, and leveraged buyouts. Paul also handles recapitalizations and restructurings, including spin-offs, divestitures, and other techniques for maximizing value. Paul often assists clients in non-brokered strategic acquisitions.
- Private equity capital, venture capital, and private placements from angel and other accredited investors are important sources of capital.