



Matthew R. Nyberg

Shareholder

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Denver, Colorado

Drawing on a track record of successful middle market M&A and private equity transactions, Matthew Nyberg crafts legal strategies that allow his clients to meet their goals in a rapidly changing business environment. He represents both private equity firms, owners/entrepreneurs and corporate clients in mergers, acquisitions, minority investments, follow-on investments, divestitures, debt and equity financings, leveraged buy-outs and corporate restructurings. Matt has represented a wide variety of clients across industries including media, consumer products, food and beverage, business services, manufacturing, technology and e-commerce.

With prior experience as a management consultant and two master's degrees in finance and real estate, Matt looks at legal issues through a business lens. In addition to his M&A work, he also represents and serves as outside general counsel to several of his middle-market clients in an array of general corporate matters, including entity selection and formation, corporate governance, employment, intellectual property and drafting and negotiating various types of contracts.

Previous Experience

- Consultant, Accenture
- Disposition Analyst, Apartment Investment and Management Company (AIMCO)

Practices

Corporate & Business, Mergers & Acquisitions, Private Equity

Mergers & Acquisitions

A large part of Matthew's practice is middle market M&A and private equity transactions. His focus on middle market transactions means Matthew is equipped to recognize opportunities in the best interest of his clients and craft strategy in order to meet goals in a rapidly changing business environment.

Recent notable transactions on the buy side include representing Clarion Capital Partners in its acquisition of Madison Logic, Inc., a global leader in account-based marketing, and Lariat Partners, LP in its recapitalization of Subsea Global Solutions, LLC, an underwater ship repair, husbandry and maintenance company. He also helped represent Kroenke Sports & Entertainment, LLC in its acquisition of the Sportsman Channel and related properties from InterMedia Partners, LP. On the sell side, Matthew assisted cosmetics and skin care brand Tarte, Inc., a portfolio company of Encore Consumer Capital, in its sale to Japan's KOSÉ Corporation, a Tokyo-based global cosmetics business. He also represented Cross MediaWorks, Inc., a portfolio company of Clarion Capital Partners, in its sale to Lee Equity Partners, LLC.

Business Advisory

With a background in business consulting and a master's degree in finance as well as a law degree, Matthew brings a well-rounded perspective to the business advisory area of his practice. He often serves as outside general counsel to start-up and lower middle market companies, and is trusted advisor to businesses in a variety of industries, from consumer products to industrial gas turbines.

Representative Matters

- Counsel to Encore Consumer Capital in its investment in 4505 Meats Inc., a chef-driven brand of premium meat snacks, selling antibiotic-free pork rinds and cracklings.
- Represented Encore Consumer Capital in its investment in Tender Belly, a Denver, Colorado, based premium bacon and pork products company.
- Represented Vigeo Investments, LLC in its acquisition of and acquisition financing for Energy Hydraulics.
- Represented Subsea Global Solutions, a portfolio company of Lariat Partners, in its sale to GenNx360 Capital Partners. Subsea Global Solutions is a leader in underwater ship maintenance, repair and marine construction.
- Represented Vigeo Investments, LLC in its investment in Pinnacle Manufacturing, LLC, a manufacturer of mobile metal tanks for the environmental, industrial and gas markets.
- Represented Caliendo-Savio-Enterprises, Inc. in its sale to HALO Branded Solutions, Inc. a portfolio company of Audax Private Equity.
- Represented Madison Logic in its sale of its Internal Results division based in Ireland.
- Represented Clarion Capital Partners, LLC in its acquisition of and acquisition financing for AML RightSource, LLC, a Gabriel Partners company.
- Represented PAS Technologies, a portfolio company of KRG Capital Partners, in its sale to StandardAero Aviation, a portfolio company of Veritas Capital.
- Represented Subsea Global Solutions, a portfolio company of Lariat Partners, in the acquisition of, and acquisition financing for, All-Sea Underwater Solutions. Subsea is global leader in underwater ship maintenance, repair, and marine construction.
- Counsel to Left Field in its acquisition of the Sonoma Stompers, an independent professional baseball team, from Sonoma Sports and Entertainment.
- Represented Pico Digital, Inc. in its sale to ATX Networks, a portfolio company of H.I.G. Capital, LLC.
- Represented Clarion Capital Partners, LLC in its acquisition of and acquisition financing for Madison Logic, Inc.
- Counsel to KSE Radio Ventures, a wholly-owned subsidiary of Kroenke Sports & Entertainment, in its acquisition of Denver broadcast radio station KRWZ from Entercom Communications Corp.
- Represented Subsea Global Solutions, a portfolio company of Lariat Partners, in the acquisition of substantially all of the assets of Sea Sub Systems, Inc. in Tampa, FL.
- Counsel to KSE Radio Ventures, a wholly-owned subsidiary of Kroenke Sports & Entertainment, in its acquisition of Denver broadcast radio stations KIMN-FM 100.3, KXKL-FM 105.1 and KWOE-FM 92.5 from Wilks Broadcast Group.
- Represented PAS Technologies, Inc., a portfolio company of KRG Capital Partners, LLC, in its acquisition of Bolton Aerospace, Inc.
- Represented Corr-Jensen Inc. in its acquisition of the ANS brand and its related products from Advanced Nutrition Systems, LLC.
- Counsel to Altitude WFN, a wholly-owned subsidiary of Kroenke Sports & Entertainment, in its acquisition of World Fishing Network from Insight Sports.
- Counsel to Encore Consumer Capital in its acquisition of Full Sail Brewing Company, a craft brewery located in Oregon.
- Represented PAS Technologies, Inc., a portfolio company of KRG Capital Partners, LLC, in the sale of its Irish industrial gas turbine subsidiary to Knox Capital Holdings, LLC, a private equity investment firm.
- Counsel to Kroenke Sports & Entertainment in its acquisition of the Sportsman Channel and related properties from InterMedia Partners.
- Represented Lariat Partners, LP, a Denver-based private equity firm, in its recapitalization of Subsea Global Solutions, LLC, an underwater ship repair, husbandry and maintenance company.

- Represented cosmetics and skin care brand Tarte, Inc., a portfolio company of Encore Consumer Capital, in its sale to Japan's KOSÉ Corporation, a Tokyo-based global cosmetics business.
- Represented Cross MediaWorks, Inc., a portfolio company of Clarion Capital Partners, in its sale to Lee Equity Partners, LLC.
- Represented an affiliate of Lion Equity Partners, a Denver-based private equity firm, in its acquisition of the international mail services division of Pitney Bowes, a leading provider of customer communication technologies.
- Represented the TriZetto Group, Inc. in its acquisition of Healthcare Productivity Automation, LLC, a Franklin, Tennessee based company that employs a highly advanced, cloud-based claims workflow tool, Health Mason.
- Represented Encore Consumer Capital in its majority investment in Seattle-based indie brand, butter LONDON.
- Represented EMS USA, Inc. a pipeline operations and maintenance company, in the sale of its Leak Detection and Repair Division and its Analytics Division.
- Represented Airborne Tactical Advantage Company, LLC, a flight training provider to the United States military, in connection with a debt and equity recapitalization.
- Restructured the equity ownership of Viking River Cruise Lines, the largest river cruise line company in the world.
- Represented AREA Property Partners in their investment in the Hyatt Regency Hotel in New Orleans, including negotiation and closing of \$200,000,000 of equity and debt financing for the redevelopment of this 1,193 room hotel which was reopened on October 19, 2011 after being closed since Hurricane Katrina in September, 2005. Served as lead counsel in negotiation of joint venture documents with Poydras Hotel Members and Hyatt Corporation, and \$140,000,000 of construction loan financing. Representation and deal structure also included PILOT treatment, ground lease components and hotel management agreement.
- Represented KSL Capital Partners in its acquisition of The Grove Park Inn Resort & Spa, a historic resort in Asheville, North Carolina.
- Represented Bunker Mode, Inc., a San Francisco-based mobile application company, in a master restructuring and equity financing.
- Counsel to Mobile Accord in a Series C preferred stock financing.
- Represented DLJ Real Estate Capital Partners in its restructuring of two joint ventures with Noble House Group.
- Represented Encore Consumer Capital, an innovative private equity firm investing exclusively in leading consumer products companies, in its acquisition of California Splendor.
- Represented West Valley Lodging Initiatives, LLC in connection with the \$33 million construction and sublease of an Embassy Suites hotel in West Valley City, Utah.
- Represented KSL Capital Partners, LLC as the purchaser in its \$130 million acquisition of the Royal Palm Hotel located in Miami Beach, FL, including \$90 million of seller financing. Brownstein also negotiated the purchase and sale agreement and seller financing documents, completed due diligence and closed the acquisition in less than 60 days.
- Represented an industrial REIT in its \$41 million acquisition of an 824,000 square foot distribution center, fully occupied by Home Depot, in Hagerstown, Maryland.
- Represented a private equity investment firm in its initial platform acquisition of a leading provider of innovative repairs and advanced coatings for the aerospace, industrial gas turbine and oil and gas industries from a private equity fund.
- Represented a publicly-traded, Denver-based real estate investment trust in the negotiation, sale and closing of more than \$163 million in sales of 18 apartment complexes located across the United States.

- Represent DLJ Real Estate Capital Partners in connection with the management of a hotel in Nashville, Tennessee.
- Represent DLJ Real Estate Capital Partners in connection with the management of a portfolio of hotels in New Jersey, North Carolina and Virginia.
- Represented a publicly-traded, Denver-based real estate investment trust in the negotiation, sale and closing of more than \$208 million in sales of 13 apartment complexes located across the United States.
- Represented CyberArts Licensing, LLC, an interactive gaming platform provider located in San Francisco, in connection with the sale of 35 percent of its membership interests to Intralot Interactive.
- Representing Peaks Capital Partners LLC in connection with its acquisition of The Peaks Resort & Spa in Mountain Village, Colorado.
- Represented Highgate Hotels, L.P. in connection with the management of two hotels in the greater San Francisco area.
- Counsel to Hard Rock Hotel Holdings in the licensing of the Hard Rock Hotel and Casino Tulsa, an Indian casino owned by the Cherokee Nation, and the Hard Rock Hotel and Hard Rock Casino Albuquerque, an Indian casino owned by the Pueblo of Isleta.
- Represented Stonebridge Realty Advisors, LLC in connection with its appointment by a receiver as hotel manager for two distressed hotels in Colorado.
- Represented DLJ Real Estate Capital Partners in regards to a portfolio of nine hotel management agreements.
- Represented a publicly-traded, Denver-based real estate investment trust in the negotiation, sale and closing of more than \$433 million in sales involving 33 apartment complexes located across the United States.
- Represented World Leisure Partners in connection with the acquisition, redevelopment and management of Cap Juluca, a world-renowned luxury resort in the British West Indies on the island of Anguilla.

Community

Board of Directors, Colorado Cancer Research Program

Former, Board of Directors, Youth Opportunity Foundation

Former, Committee Member, Wild Things Society of the Denver Zoo

Publications & Presentations

- Increased HSR Thresholds Become Effective on April 3, 2019, *Brownstein Client Alert*, March 7, 2019
- The Increased HSR Thresholds for 2018 Became Effective on Feb. 28, 2018, *Brownstein Client Alert*, February 28, 2018
- Buyer Beware: Seventh Circuit Upholds Application of the Federal Common Law Standard of Successor Liability in an Asset Sale, *Brownstein Client Alert*, April 11, 2013
- Tax Court Rules In Nelson That S Corporation Excluded COD Income Does Not Increase Shareholder Stock Basis, *William Mitchell Law Review*, Vol. 25, No. 1, 1999 and *Journal of S Corporation Taxation*, Winter 1999

Education

- J.D., 2007, University of Denver Sturm College of Law
- M.S., 2005, University of Denver Daniels College of Business, Finance
- M.S., 2005, University of Denver Daniels College of Business, Real Estate and Construction Management
- B.S.B.A., 1999, University of Kansas

Admissions

- Colorado, 2007

Recognition

5280 Top Lawyers, Mergers & Acquisitions, 2018-2019

Colorado Super Lawyers, Rising Stars, 2017





2016 M&A Advisor 40 Under 40 Emerging Leaders Award

ACG Leadership 20, Class of 2012

Membership

- American Bar Association
- Colorado Bar Association
- Denver Bar Association
- Association for Corporation Growth

Deals

 <p>has made an investment in</p> 	 <p>has made an investment in</p> 	 <p>acquisition and acquisition financing for</p> 	 <p>a portfolio company of</p>  <p>LARIAT PARTNERS</p> <p>was sold to</p> 	 <p>has made an investment in</p> 
 <p>was sold to</p>  <p>a portfolio company of</p> 	 <p>has sold</p>  <p>to</p> <p>SIGNC PUBLISHING LIMITED</p>	 <p>acquisition and acquisition financing for</p> 	 <p>a portfolio company of</p>  <p>sale to</p> 	 <p>a portfolio company of</p>  <p>LARIAT PARTNERS</p> <p>has acquired</p> 
<p>LEFT FIELD LLC</p> <p>has acquired</p> 	 <p>sale to</p>  <p>a portfolio company of</p> 	 <p>has acquired</p> 	<p>KSE Radio Ventures a subsidiary of</p>  <p>has acquired</p> <p>KRWZ AM950</p> <p>from</p> 	 <p>a portfolio company of</p>  <p>LARIAT PARTNERS</p> <p>has acquired</p> 
 <p>has acquired</p>  <p>from</p> 	 <p>a Portfolio Company of</p>  <p>has acquired</p> 	 <p>has acquired</p> 	 <p>a subsidiary of</p>  <p>has acquired</p> 	 <p>has acquired</p> 
 <p>a portfolio company of</p>  <p>sale of Irish industrial gas turbine subsidiary to</p> 	 <p>has acquired</p>  <p>from</p> 	 <p>has acquired a majority investment in</p> 	<p>tarte high-performance naturals</p> <p>a portfolio company of</p>  <p>sale to</p> 	 <p>LARIAT PARTNERS</p> <p>recapitalization</p> 
 <p>has acquired</p>  <p>a portfolio company of</p>	 <p>acquisition of</p> <p>international mail services division of</p>	 <p>restructuring and equity financing</p>	 <p>a portfolio company of</p>  <p>sale of Idar and analytics divisions to</p> 	 <p>series C preferred stock financing</p>

Brownstein Hyatt Farber Schreck

CLARION⁷
CAPITAL PARTNERS, L.P.

PitneyBowes

ISS
INVESTMENT SERVICES

TRIZETTO
Powering Integrated Healthcare Management™

has acquired

h p a
healthcare productivity automation



**VIKING
RIVER CRUISES**

restructuring

KSL
CAPITAL
PARTNERS

has acquired

The Grove Park Inn
RESORT & SPA
ASHEVILLE, NC

encore
consumer capital

acquisition financing

**California
Splendor, Inc.**

Recapitalization of

ATAC

by

CHARTER CAPITAL PARTNERS

and

THL Credit

KSL
CAPITAL
PARTNERS

has acquired

**The
ROYAL PALM
Hotel**

KRG
CAPITAL
PARTNERS

has acquired

PAS
TECHNOLOGIES

from

GRIDIRON CAPITAL
BUILDING BUSINESSES - CREATING VALUE

CYBER | ARTS

equity investment from

**intralot
interactive**