



Anthony J. Zeoli

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Anthony Zeoli concentrates his practice in commercial finance, securities, real estate, and general corporate law.

Anthony represents borrowers and lenders in secured and unsecured lending transactions; corporate reorganizations, and restructuring; syndicated commercial financing transactions; and loan workouts. He also has a vibrant securities and general corporate practice, including initial and subsequent private debt and equity offerings; mergers and acquisitions; company formation and governance; and general contract drafting and negotiation.

In addition, Anthony has significant experience in negotiating and documenting cannabis-related transactions, including licensing and M&A transactions and ancillary service provider transactions. He also has particular skill in negotiating and documenting transactions involving the acquisition, sale, construction, development, leasing, or financing of real estate. He has represented parties on both sides of such transactions.

Anthony is also an industry leader in crowdfunding, securities-based cryptocurrency/token offerings, peer-to-peer (P2P) lending, and Regulation A+ offerings. He personally drafted the Illinois intrastate crowdfunding exemption, which was unanimously passed into law by the Illinois House of Representatives.

Before joining Hinshaw, Anthony practiced at a firm where he led the Emerging Industries practice group, dedicating a portion of his practice to blockchain technology, cryptocurrencies, decentralized finance (DeFi), decentralized autonomous organizations (DAOs), and cannabis.

Professional Affiliations

- Illinois State Bar
- Illinois Small Business Advocacy Council (ISBAC)
- Crowdfunding Professional Association (CfPA)

Honors & Awards

- Recognized on the Rising Stars list by *Illinois Super Lawyers* magazine, 2015 – 2017

Practices

Bankruptcy, Restructuring & Workouts
Business & Commercial Transactions
Business Formation
Business Insolvency
Corporate Governance Structure
Corporate Transparency Act Compliance
Family-Owned Businesses
Mergers & Acquisitions
Private Equity
Securities
Transactional Insurance

Industries

Banking & Finance
Cannabis

Education

M.B.A., *summa cum laude*,
University of Illinois

J.D., *cum laude*, Northwestern
University School of Law

B.S., *summa cum laude*, State
University of New York at
Albany

Admissions

Illinois



- Named to the *National Law Journal's* inaugural list of Cryptocurrency, Blockchain and FinTech Trailblazers, 2018

Representative Matters

Securities, Crowdfunding, and Regulation A

- Represented multiple privately held companies in the documentation of Regulation D offerings (under Rules 504, 505, and 506(b) and (c)) of privately held securities, drafting prospectuses, offering memoranda and Form D, and other required federal and state disclosures.
- Represented crowdfunding internet portal owners in connection with the structuring of crowdfunding websites and drafted required federal, state, and other disclosures.
- Represented Title III (Reg. CF) "funding portal" owners in connection with structuring websites and drafted related SEC/FINRA qualification materials, including qualifying applications, procedural handbooks, educational materials, and other disclosure materials.
- Drafted Illinois Intrastate Crowdfunding Exemption (HB 3429), passed unanimously in the Illinois House of Representatives and the Illinois Senate, and worked with new and existing clients concerning potential offerings under the newly revised Regulation A (Regulation A+).

Cryptocurrency and Token Offerings

- Represented issuer in structuring two-tiered, securities-based token and cryptocurrency coin offerings related to the cannabis industry.
- Represented issuer in connection with structuring a securities-based token equity offering related to the oil and gas industry.
- Represented multiple issuers in connection with securities-based tokens and equity offerings related to the oil and gas industry.
- Works with new and existing clients on potential offerings under the newly revised Regulation A (i.e., "Regulation A+").
- Represented multiple issuers in connection with the offering of securities-based tokens and cryptocurrency coins via Regulation D Rule 506(c) and Regulation A and the drafting of related prospectuses, offering documents (including Form 1-A), and required Federal/State disclosures.

Commercial Lending

- Represent various bank clients in the extension of asset and receivable based middle market (\$10 - \$100 MM) term/ revolving credit facilities to healthcare and assisted living borrower entities; including the negotiation and drafting of loan agreements, security agreements, promissory notes, and inter-creditor agreements. Representative bank clients include The PrivateBank, Fifth Third Bank, and MB Financial.
- Represented lead lender in connection with the negotiation and documentation of a \$32 MM syndicated loan made to a multi-borrower group and secured by multiple parcels of real estate located in several states and a collateral assignment of stock in a banking corporation.
- Represented lead lender in connection with the negotiation and documentation of \$180 MM syndicated secured financing made to a 65-member borrower group.

Real Estate

- Represent various sellers and purchasers in connection with purchasing and selling properties (ranging in aggregate value up to \$100 MM) throughout the country, negotiating and drafting purchase and sale agreements, and reviewing related title commitments/ALTA surveys and all underlying documents.
- Represent various landlords and tenants in lease/sublease of commercial properties, including negotiating and drafting gross/percentage/net (single, double, and triple) lease agreements, sublease agreements, and amendments and extensions to existing lease/sublease agreements.



- Represent purchaser in a \$97 MM acquisition and transfer of five parcels of real estate across three states.
- Drafted documents and required filings on behalf of property owners in real estate tax exemption and tax pin repartition applications.

Mergers and Acquisitions and Business Transactions

- Represent multiple purchasers and private equity funds in negotiating and documenting middle market (\$50 - \$200 MM) acquisitions and buyout transactions, including negotiating transaction and payout terms, drafting transaction documentation, and analyzing capitalization issues.
- Represented privately held companies in connection with the negotiation and documentation of merger and acquisition divestiture transactions (ranging in aggregate value from \$1 to \$75 MM).
- Represented purchaser in connection with acquiring a \$75 MM secured acquisition financing made to a San Francisco-based private equity fund.

Workouts

- Chaired the negotiation and documentation of multiple deeds in lieu and forbearance transactions for various middle market bank clients.
- Representation of various purchasing entities in connection with the acquisition and transfer of certain real estate secured loan portfolios/promissory notes.
- Represented loan portfolio acquirer negotiating and documents a multi-loan restructure and related deed in lieu of escrow transactions.

Presentations

- Co-Presenter, "'Look Through My Window' by The Mamas & the Papas: Corporate Transparency Act," Hinshaw University, CLE Webinar, February 8, 2024
- Moderator, "Deal Maker: 2023 Mid-Year Deal Analysis and Outlook," Hinshaw & Culbertson LLP, Chicago, Illinois, May 24, 2023
- "How Blockchain is Reshaping Business," ITA CEO Leadership Exchange, Chicago, Illinois, October 2018
- Moderator, "Invest in Midwest: The Future of Investment," Bisnow's Big Midwest Office Event, Chicago, Illinois, June 14, 2017

Publications

Anthony is frequently interviewed by *Real Estate Capital USA*, *Law360*, and *Crain's Chicago Business* on cannabis Real Estate Investment Trusts (REIT), patents, and non-fungible tokens (NFTs).

He has written numerous client alerts and white papers covering myriad topics, including COVID-19 loan programs, the PPP, and SEC rules and guidance.

Community/Civic Activities

- University of Illinois at Chicago
 - Business Alumni Association, Board of Directors
- Illinois Small Business Advocacy Council (SBAC), Board of Directors
- People Church, Chicago, Pro-bono counsel