

Adviser Profile



Name:	William D. Greenlee, Jr.
Position:	Partner; Managing Director, Myanmar; Member of DFDL China Desk
Location:	Yangon, Myanmar
Experience:	16 years
Nationality:	American

Curriculum Vitae

Memberships:

Admitted to the State Bars of California and Nevada.

Member of The Inter-Pacific Bar Association, California Bar International Law Section, Business Law Section of the State Bar of Nevada.

Key Qualifications:

William Greenlee specializes in mergers and acquisitions, corporate and project finance and securities matters. He is involved in negotiations, structuring, drafting agreements and management of large transactions, private equity, opportunity-fund companies and other international companies' projects. With a focus on Southeast Asia, William advises clients from a range of sectors, including energy, mining, infrastructure, oil and gas, banking, telecommunications and tourism. William is a member of the State Bar of California, State Bar of Nevada, State Bar of California International Law Section and the Inter-Pacific Bar Association.

Education:

- 2000 – Juris Doctor – University of San Francisco, San Francisco, California; Maritime Law Journal
- 1995 – BA in Asian Studies with a focus in Chinese history and literature with a minor in East Asian Literature, University of Oregon, Eugene, Oregon

Employment Record:

- **DFDL**, Yangon, Myanmar (October 2009 – Present)
Partner; Managing Director, Myanmar; Member of DFDL China Desk
Areas of practice include, but are not limited to, international transactions, project financing, mergers and acquisitions, international joint ventures, private equity, corporate, banking, mining, hydroelectric, hospitality and gaming.
- **SANUM INVESTMENTS, LTD**, Bangkok, Thailand and Vientiane, Laos (2008 – Sept 2009)
(Sister company of Bridge Capital, LLC – see below)

Board of Directors/President/General Counsel

- Negotiated, structured and drafted relevant agreements for large-scale, multinational transactions.
- Conceptualized, directed, implemented and managed large-scale development projects in Southeast Asia, handling all aspects of the General Counsel role and President of all operations role for a large private equity, opportunity-fund company. This included all legal considerations and drafting (*i.e.*, joint venture agreements, shareholders' agreements, merger and acquisition agreements, purchase agreements, prospectus documents and private placement memorandums, articles of association, financing agreements and related documents, construction contracts, government project agreements, internal company policies...) to all business management functions.
- Served as a Board Member and interim General Manager for the joint venture entity, *Savan Vegas Hotel and Casino Co., Ltd*, driving strategic business development initiatives, such as persuading the Lao Government to permit a gaming monopoly. Served as Board Member of Angkor Capital Bank, Cambodia and Lao Capital Bank, Laos.
- Advised shareholders as to long-term business strategies, detailing operations and investments throughout Asia.
- Identified key business opportunities and strategies within the industries of banking and finance, hospitality, gaming, international franchising, manufacturing, mining, hydroelectric, infrastructure projects (*i.e.*, airport development and management) and food production.

- **BRIDGE CAPITAL, LLC, Saipan, CNMI** (2007 – 2008)
General Counsel
 - Employed the legal disciplines and skills necessary to support business objectives; examples include negotiating complex multinational transactions; designing optimal structures and drafting necessary agreements to implement transactions; and managing closings and on-going projects.
 - Interacted with internal teams to recognize and analyze business opportunities, evaluating risks and working with a team to realize opportunities.
 - Directed local outside counsel in countries around the world.
 - Managed legal, government affairs and loan departments.

- **JONES VARGAS, Las Vegas, Nevada** (2005 – 2007)
Associate, Business and Real Estate Practice Group
 - Supported clients in all aspects of securities laws and complex business transactions.
 - Handled federal and state registration of securities, reporting, public offerings and private placements.
 - Managed mergers and acquisitions, management buy-outs, corporate governance, various real estate transactions and finance matters, leases, and employee incentive plans.

- **KUMMER KAEMPFER BONNER & RENSHAW, Las Vegas, Nevada** (2002 – 2005)
Associate, Corporate and Securities
 - Represented public and private companies in complex lending transactions, restructurings, joint ventures, mergers and acquisitions, securities offerings and corporate governance matters.
 - Completed public offerings and private placements of securities for issuers and underwriters.
 - Worked extensively with federal securities laws, including Sarbanes-Oxley; researched relevant legal opinions, implemented agreements under Delaware, California and Nevada corporate laws.
 - Prepared '33 and '34 Act SEC filings and negotiated and drafted contracts for clients in the banking, real estate development, energy, entertainment, financial, gaming and manufacturing industries.
 - Served as in-house counsel to international gaming company.

- **DISTRICT COURT FOR STATE OF NEVADA, Las Vegas, Nevada** (2002)
Law Clerk
 - Researched legal and factual issues for the Honorable Michelle Leavitt.
 - Drafted memoranda, opinions and briefs relating to litigation that appeared before Judge Leavitt.

- **DOUGHNET.COM, San Francisco, California** (1998 – 2001)
Business Development and Legal Adviser
 - Developed new business partners for an e-commerce company that provided on-line bank accounts and ATM cards to teens.

- Assisted in legal matters that included drafting of contracts relating to technology alliance agreements, software development agreements, hardware/software reseller agreements, confidentiality agreements and employment agreements and provided legal assistance in intellectual property to secure copyrights, trademarks and patents.

Details of Major Projects Undertaken

Focus on Myanmar

AGRICULTURE

Corporate and financial structuring – Malaysian developers

Advised Malaysian developers on corporate and financial structuring regarding a palm oil plantation.

Regulatory framework and market entry procedures – Indonesian and other project financiers

Advised Indonesian and other project financiers on regulatory framework and market entry procedures regarding 20,000 acre sugar plantation and sugar milling facilities.

AVIATION

Construction Financing of Mandalay Airport - Export-Import Bank of Thailand

Advised Export-import Bank of Thailand on the financing to Italian-Thai Development Public Company Limited for the construction of the Mandalay Airport. The loan was to be guaranteed by the Myanmar Ministry of Transportation.

Aircraft sale – Baker & McKenzie LLP (Chicago)

Provided legal opinion and advice on the requirements of non-local sales representatives under the laws of Myanmar in connection with aircraft sale.

GENERAL FOREIGN DIRECT INVESTMENT

Regulatory compliance advice – Western Union

Advised on various legal aspects and regulatory compliance relating to a world-wide company.

MERGERS & ACQUISITIONS

Ship Sale Transaction – Mitsubishi

Advised a foreign client (seller) on Myanmar Law in connection with a ship sale transaction.

Restructuring – Kanematsu Corporation

Provided advice in connection with a restructuring and divestiture plan.

OIL & GAS AND SHIPPING

Offshore Drilling Project – Lender

Advising a lender in Myanmar on the construction of a major international pipeline for an offshore drilling project (ongoing).

Oil and Gas Company – Production Sharing Contracts

Preliminary advice to an oil and gas company in respect of production sharing contracts terms and bid round procedures.

Oil and Gas Company – Oil and Gas Bidding Advice

Advice on Myanmar onshore and offshore bidding rounds and procedures.

Oil and Gas Company – Oil and Gas Market Entry Advice

Provided detailed Myanmar market entry advice to large international oil and gas company.

REAL ESTATE PROJECTS

Establishment of project company – Hong Kong-based property investor

Advising a Hong Kong-based property investor on the establishment of a project company in Myanmar, on tax matters related to property issues, and on the drafting of joint venture agreements with local partners in accordance with the new Foreign Investment Law and FI Rules (ongoing).

Establishment of project companies – Singapore-based property development company

Focus on Myanmar

Advising a Singapore-based property development company on the establishment of several project companies in Myanmar, on tax matters related to property issues and in relation to the impact of the new Foreign Investment Law and FI Rules on the proposed development and construction businesses the client proposes to carry on in Myanmar (ongoing).

M&A transaction - Beach Resort

Advice in connection with real estate project (ongoing).

We are currently involved in other hotel development related projects however due to client confidentiality considerations are not permitted to at this time disclose the same.

RETAIL PROJECTS

Market entry – L’Oreal Cambodia/Myanmar

Advised on customs duties, retail outlets, ASEAN free trade agreement implications, implications of ATIGA, tax structure of supply chain through various ASEAN states. Advice on market entry, distribution, licensing for retail activity, tax implications of supply model.

TAXATION

Employee Stock Option Plan – Ernst & Young

Provided tax advisory services in respect to an employee stock option plan.

Recent Publications:

“Improvements in Myanmar’s banking sector”

South East Asia Infrastructure magazine, August-September 2016

“Foreign Investment in Mobile Financial Services in Myanmar”

Digital Business Global Guide, September 2016

“Cambodia and Myanmar to ride ‘OBOR’ wave”

Asia Business Law Journal, July 12, 2016

“AVIATION INDUSTRY IN MYANMAR”

Lawyer Issue, March 30, 2016

“Investing in Myanmar and Lao PDR: With a focus on power and mining projects”

China Business Law Journal, September 2015

“ASEAN: Will the puzzle pieces fit?” in Volume 13, Issue 1 2015.

The article discusses the future of the ASEAN Economic Community.

Asian-MENA Counsel magazine, 2 July 2015

“Open for Business in Myanmar: Hurdles Remain for Foreign Investors But Opportunities Abound”

International Law News- American Bar Association, October 2014 Volume 43 / 4

“Tapping a Neighbor’s Energy”

Bangkok Post, 23 March 2014

"Doing Business in Myanmar"

Myanmar Insider, Volume 1 Issue 2, January 2014

"Transactional Banking, Rules on Foreign Exchange and Repatriation of Funds in Myanmar"

A Guide to Doing Business in Myanmar: Thai-American Business Magazine, Volume 5/2013

"Labor and Employment Regulatory Framework in Myanmar"

A Guide to Doing Business in Myanmar: Thai-American Business Magazine, Volume 5/2013

"Myanmar Economic Growth and a Clear Level Playing Field"

Today Magazine, September 2013

"Myanmar Capital Markets: What to Expect?"

IFLR International Financial Law Review, May 2013

"How to Navigate Myanmar's O&G Auction Risks?"

IFLR International Financial Law Review, May 2013

"Investments in ASEAN Region: Mekong countries and Indonesia perspective"

China Outbound Investment Guide 2012

Recognition:

Leading Lawyer | Banking, M&A, Project Finance | Asia-Pacific, Lao PDR, Myanmar
IFLR1000
2015

Key Individual (Band 2) & Expert Based Abroad 2013 | General Business Law | Lao PDR
Chambers Asia Pacific
2013

Key Individual | General Business Law | Lao PDR
Chambers Asia Pacific
2012

Key Individual | General Business Law | Lao PDR
Chambers Asia Pacific
2011

"He has a very level-headed approach to balancing legal requirements with business needs." sources say.
(Chambers Asia 2012)

"Earned praise for his impressive technical expertise." (Chambers Asia 2011)

Languages:

	Speaking	Reading	Writing
English	Excellent	Excellent	Excellent
Mandarin	Good	Basic	Basic
Thai	Fair	Basic	Basic
Bahasa Indonesia	Fair	Basic	Basic

BANGLADESH
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