

WILLIAM A. WILSON III

MONTAGU PARTNERS LLC

Office: [+1-212-859-5087](tel:+1-212-859-5087)

E-mail: wilson@montagupartners.com

Areas of Concentration/Practice Areas

Finance and corporate law

Employment

Montagu Partners (and predecessor firms); Washington, D.C.; founding partner; 2005–present

William W.L. Fan & Co.; Hong Kong; consultant; 2005–present

Wilmer Cutler Pickering Hale and Dorr LLP (legacy Wilmer); Washington, D.C.; partner; 2001–2004

Kelley Drye & Warren LLP; Hong Kong; founding partner; and Washington, D.C.; partner; 1995–2001

Michelin Asia Hong Kong Limited; Hong Kong; regional counsel; 1992–1995

Shearman & Sterling; New York and Hong Kong; associate; 1985–1992

Yankelovich, Skelly & White; New York; vice president; 1983–1985

Bar Admissions

New York, Connecticut, Maryland, and Washington, D.C.

Admitted as a solicitor (with full practicing certificate) in Hong Kong

Education

New York University School of Law, J.D., 1983

New York University Graduate School of Arts and Sciences, M.A., 1983

Yale University, B.A., 1978

Rating and Honors

Rated AV by Martindale-Hubbell

Chambers Regional Spotlight—New York (firm)

Walter J. Derenberg Copyright Scholarship, 1982

German Academic Exchange Service fellowship, 1980–1981, studied at the University of Cologne

Corning Traveling Fellowship, 1978–1979, research in Asia, Australia, Africa, and South America

Languages

English (native), French (good), German (good), Spanish (fair), Italian (fair), spoken Chinese (Mandarin and Cantonese)

Significant Representations and Experience

Specialized Finance

Advised a real estate escrow business on Roatan Island, Honduras.

Advised lenders on various non-recourse financing transactions, including the development of new structures and forms.

Advised an industrial borrower in Honduras on a \$96 million loan from the Inter-American Development Bank.

Advised the United States International Development Finance Corporation (DFC) on a loan guaranty facility for a fund lending to SME agribusinesses.

Advised DFC on its loan to a financial intermediary owned by an English charity.

Advised DFC on the restructuring of a loan to a business in Pakistan.

Advised DFC on its loan to a financial institution in Guatemala.

Advised DFC on its direct loan to an Indian non-bank financial institution.

Advised DFC on its loan to an SME lender in Jordan.

Advised DFC on one of its first equity investments, a Series C investment in a mobile lending platform.

Advised DFC on its purchase of senior, unsecured notes issued by a Luxembourg SICAV ameliorating climate change.

Advised DFC on its purchase of senior, unsecured notes issued by a Luxembourg SICAV on-lending to SMEs affected by COVID-19.

Part of the firm's team seconded to British Investment International (projects in 11 African countries and three Asian countries)

Special United States counsel to a Hong Kong private lender providing funds to a New York hedge fund.

Special United States counsel to a Hong Kong private lender providing funds to a Hong Kong borrower with a United States-affiliated company acting as guarantor.

Advised a private lender on limited-recourse cross-border secured loans.

Advised a Swiss private vessel chartering company on a structured loan facility from a hedge fund.

Advised a private lender on enforcement of its security interest in publicly traded securities.

Advised the Overseas Private Investment Corporation (OPIC) on its loan to a private equity group investing in Latin American power projects.

Advised the financial sponsor of an "initial coin offering."

Advised a fund on creation of a repo program for equity securities.

Advised the Central American Mezzanine Infrastructure Fund on its acquisition of common stock and preference shares of Panterra Gold (ASX: PGI).

Provided opinion letters under New York and Delaware law on behalf of a major European corporation in its \$2 billion financing.

Advised Grassroots Business Fund on multiple portfolio company matters, including restructurings of agribusiness projects in Peru and Rwanda.

Advised OPIC on its loan to a specialized fund making microfinance loans.

Advised OPIC on its loan to a private equity group investing in Latin American real estate.

Advised an Asian manufacturing company on a proposed loan and investment from the International Finance Corporation.

Advised HealthExtras (Nasdaq: HLEX) on its working capital facility from Wachovia Bank.

Advised Intersections Inc. (Nasdaq: INTX) on its working capital facility from SunTrust Bank.

Advised OPIC in connection with about 12 secured loans to funds investing outside the United States.

Advised lenders in leveraged leasing transactions (satellites, aircraft).

Advised various parties in leveraged buyout transactions.

Startups, Venture Capital, and Securities

Advised a fund providing financing to retrofit commercial and industrial properties for sustainability.

Advised on the formation of a fund financing cattle trading through receivables purchases.

Advised on the development and implementation of an online cattle trading portal.

Advised a startup fashion business on multiple aspects of doing business.

Provided a Rule 144 opinion letter to enable a Hong Kong fund to sell restricted securities issued by an entity listed in the United States.

Advised on an initial public offering in New York for a Hong Kong-listed company.

Advised Virtual Control, a startup in the digitized testing, inspection, and certification services industry.

Advised a co-working space business on United States market entry issues.

Advised the general partner of a cryptocurrency fund.

Advised a Hong Kong–Australian nautical business on equity structure and contractual matters.

Advised a medical concierge business bringing patients from China to the United States.

Advised Mountain Hazelnuts Group, a startup in agribusiness in Bhutan, on general commercial matters, equity fundraising and debt finance.

Advised Joinery.com, a web-based real estate leasing platform.

Advised a startup company in the financial services industry.

Advised a startup company in the pharmaceutical sector on general commercial matters and fundraising.

Advised a foreign venture capital fund on seed investments in portfolio companies in the United States, the United Kingdom, the British Virgin Islands, Cyprus, and Gibraltar.

Advised a startup company in the engineering services business on general commercial matters, fundraising, and immigration issues.

Advised a consumer products company in China on fundraising and corporate structure.

Advised a private equity fund investing in Russia on fund formation matters.

Advised a minority stockholder in a publicly traded United States company.

Advised the sponsor of a fund investing in infrastructure assets.

Advised a sponsor on the structuring and sale of interests in a portfolio of non-performing loans.

Advised a startup in the foreign exchange trading business.

Advised a startup in the carbon-credit business.

Advised a sponsor group on the formation and public offering of a real estate-oriented vehicle for international investment.

Advised two international banks and related entities on the disposition of a portfolio of venture capital investments.

Advised a major European bank on the disposition of a portfolio of venture capital investments.

Advised a U.S. not-for-profit on its investment in an Indian technology company.

Advised financial and strategic investors on minority investments in companies in Australia, China, Hong Kong, India, Japan, Korea, South Africa, and the United States.

Advised early-stage companies (alternative carriers, B2B and B2C portals, incubators) concerning corporate structure and financings.

Infrastructure Financing and M&A

Advised Meridium Infrastructure North America Corp. on fiber-to-the-home (FTTH) projects in Indiana, Tennessee, and Alabama.

Advised the sponsor of a power project in Honduras on its EPC contract, force majeure issues, and fuel purchase agreements.

Advised a power generation company on biofuel purchases.

Advised a company indirectly controlled by Chinese investors on its purchase of a United States medical technology business

Advised a private equity firm on a mezzanine investment in a Central American company developing a hydropower project.

Advised a private equity firm on a mezzanine investment in a Central American company developing a biogas energy power project.

Advised a private equity firm on mezzanine investments in multiple biofuels production projects in Central America.

Advised a borrower on the restructuring of its loan from BCIE.

Advised a real estate developer on the development of a new city district in China.

Advised a private equity firm on a mezzanine investment in a Mexican transportation infrastructure company.

Advised a private equity firm on a mezzanine investment in a Mexican port project.

Advised a private equity investor on a proposed purchase of a hydroelectric power plant in South Asia.

Advised a private equity investor on the purchase of a minority interest in a Latin American telecommunications company.

Advised a major U.S. utility on a proposed purchase of a hydroelectric power plant in the Philippines.

Advised the local developer of a gas/naphtha power plant in South Asia in the sale of equity to Japanese, U.S., and Australian investors.

Advised a consortium bidding for the partial privatization of JNPT new port at Mumbai.

Advised independent power developers on projects in India, China, and Italy.

Advised a private equity firm on its acquisition of a minority position in a Mexican transportation infrastructure business.

Advised the controlling shareholders of a Latin American mobile carrier on its sale.

Advised an internet connectivity and web-hosting provider on operational and integration issues in Australia, China, Hong Kong, Japan, Korea, the Philippines, and Taiwan.

Telecommunications, Software, Entertainment, and Media

Advised a Korean company on its investment in a United States content provider.

Advised the Skylight group on multiple matters, including the hosting of New York Fashion Week.

Advised Jazz at Lincoln Center Inc. on the establishment of a jazz club in Shanghai and another similar project.

Advised Jazz at Lincoln Center Inc. on an orchestra touring contract.

Advised an Asian electronics company on United States market entry and hardware/software distribution issues.

Advised Hong Kong investors in a California restaurant.

Advised a content owner on e-publishing and related marketing issues.

Drafted form agreements for telecommunications services provider.

Advised a foreign entity on a joint venture in the cinema business in China.

Advised an online directory business.

Advised MTV on a variety of commercial matters, including the development of the *Rock Band* video game.

Advised an advertising sales representative on its contract with a major Hong Kong publisher.

Advised a startup internet content business.

Advised a European middleware company on issues in the United States and Chile.

Advised a private media group on its acquisitions in Australia and the United States.

Advised a CLEC on a variety of financing, acquisition, and operational issues in the United States.

Advised a leading telecommunications company on acquisitions in Australia, China, Hong Kong, Japan, Kenya, Korea, the Philippines, South Africa, Taiwan, and other countries in Asia and Africa.

Advised a private media group on acquisitions and integration of companies in Japan, the United States, and Hong Kong, and the formation and dissolution of a Singapore joint venture.

Advised a consortium applying for a dedicated internet domain name concerning structure and governance of the joint venture.

Advised a hardware manufacturer on legal issues in connection with the development of a spinoff entity engaging in integrated content and communications businesses.

Advised a leading international media group in connection with corporate, finance, venture capital, employment, and other issues in India.

Advised the U.S. seller of a French subsidiary in software development and computer consulting.

Familiarity with outsourcing transactions.

Mergers, Acquisitions, and Joint Ventures

Advised Lithium Werks on its acquisition by Reliance Industries.

Advised a United States private equity group on its acquisition of the Korean subsidiary of a NYSE-listed security solutions business.

Advised a Latin American family group on its acquisition of real estate in the United States.

Advised an impact investment fund on its commercial contracts with a major donor and subcontractors.

Advised a Hong Kong consortium acquiring a multi-branch retail business in California.

Advised an Asian subsidiary of a United States placement agency business on its spinout, ongoing contractual relationship with its former parent, and termination of services arrangements.

Advised the United States partner in an international joint venture formed to operate a business in Guyana.

Advised a Korean subsidiary of a United States broker-dealer on its spinout, ongoing contractual relationship with its former parent, and termination of services arrangements.

Advised on the purchase and sale of a significant minority interest in a limited partnership invested in financial assets.

Advised a broker-dealer on its spinout and subsequent acquisitions of other broker-dealers.

Advised a Brazilian company on its manufacturing and wholesale joint venture with a United States company.

Advised an Asian investor in the development of a wholesale and retail strategy in the United States.

Advised a private equity firm on the restructuring of a portfolio company.

Advised a not-for-profit on the expansion of its activities into Africa.

Advised a private equity firm on its acquisition of a majority position in a Korean company in a highly regulated business.

Advised a Korean chaebol on due diligence of a Hong Kong target.

Advised a telecommunications services company on its acquisition of a government contractor.

Advised a Korean manufacturing company on its sale to a Hong Kong private equity fund.

Advised a U.S. fund on the sale and restructuring of secured debt in a Mexican company.

Advised an investment bank on the sale of its asset management business.

Advised an international holding company on the sale of a retail business in Southeast Asia.

Advised Provident Group on its sale to International Assets Holding Corporation (NASDAQ: IAAC).

Advised an operating company on acquisitions in Indonesia, China, and Korea.

Advised a private equity fund on its acquisition of a minority interest in a Mexican company in the financial services sector.

Advised a private equity fund on its acquisition of a minority interest in a Korean company.

Advised a consulting/government contracting business on the sale of the company.

Advised a major private services company on its new business ventures.

Advised an Ivy League university on the establishment of its not-for-profit activities in the public health sector in five African countries.

Advised a consulting company on its sale.

Advised a leading European multinational on the proposed purchase of all or a part of a Korean chaebol.

Advised a U.S. company on the establishment of an Asia-wide joint venture for chemicals distribution.

Advised a U.S. aluminum company on the licensing of technology to and investment in a Chinese rolling mill.

Advised a Thai company on the purchase of equity interests in a plastics joint venture from its Japanese and U.S. partners; the subsequent restructuring of local and international debt, technology licenses, and sales and distribution arrangements; and the ultimate sale of the business to a German purchaser.

Advised a European manufacturer on the unwinding of Malaysian and Indian joint ventures.

Litigation and Arbitration

Advised employees of a fashion company on severance pay collection.

Advised a founder on his rights as a minority stockholder after a partial sale to a private equity fund.

Advised DFC on its rights to terminate a commitment letter.

Advised a trust on its rights as a minority stockholder in a Delaware company.

Advised a Mexican expert witness in collecting his fee from the law firm of Foley Hoag.

Advised an individual sued by the money center bank that purchased his financial advisory business.

Advised a technology company on claims involving inventory, equipment, calculation of profits, and other issues made by the purchaser of certain assets.

Advised a company settling a claim of breach of “no-shop” made by a potential private equity buyer.

Advised an individual and related corporate entities on claims made by an alleged lender for repayment of monies.

Advised a Honduran buyer on demurrage claim by seller and related counterclaims for quality defects.

Advised an Asian hedge fund on New York litigation to collect on publicly traded bonds of a Canadian issuer.

Advised a Hong Kong company and its Singaporean owner on litigation by a money center bank.

Advised a specialty lender in connection with a lawsuit in the British Virgin Islands and related litigation in North Carolina.

Advised on multiple force majeure disputes arising out of COVID-19 and weather incidents.

Advised the general partner of a fund and its controlling individual in connection with multi-jurisdictional litigation (India, South Africa, and New York).

Provided an expert opinion on New York law to be used in the High Court of Hong Kong in ongoing multi-jurisdictional litigation (Korea, New York, and Hong Kong).

Advised preferred holders in a dispute with the controlling party in a Delaware limited liability company.

Advised a United States company on employment and shareholder litigation involving fraud, forgery, conversion, negligence, and malpractice.

Advised a United States company on an arbitration matter involving breach of contract and fraudulent inducement.

Advised an Asian manufacturing company in connection with United States intellectual property infringement litigation.

Advised an Asian company in collecting trade debt owed by a New York customer.

Advised several senior managers at various international companies (located in the United States, Asia, and Europe) in connection with compensation and employment matters.

Advised an Asian company on enforcement in the United States of an arbitral award.

Advised an Asian company in connection with United States law issues in an arbitration before the Hong Kong International Arbitration Centre.

Advised an Asian company on novel issues in a AAA arbitration.

Advised an Asian company in collecting debt owed by a United States public company.

Advised a high-net-worth individual in a collection matter.

Negotiation of issues related to alleged breaches of contractual commitments.

Negotiation of claims relating to alleged violations of CSR standards.

Negotiation on behalf of alleged debtors / guarantors.

Originated and monitored multi-forum litigation concerning the constitutionality of assessments on cotton imports and production.

Substantial experience in analyzing, monitoring, and managing multi-forum (including cross-border) litigation and arbitration.

Familiarity with sovereign immunity issues.

Investigations

Investigated cyber-fraud involving the United States, Hong Kong, China, and Nigeria.

Investigated fraud and self-dealing by the chief financial officer of a private company.

Investigated revenue recognition issues at a publicly listed major telecommunications company.

Investigated revenue recognition issues at a publicly listed leading distribution company.

Investigated internal controls and procedures related to bad assets at a large Asian bank.

Investigated FATCA and FBAR issues.

Familiarity with FCPA and anti-money laundering issues.

Regulatory Law

Advised a client on telecommunications regulations.

Advised a broker-dealer on certain regulatory issues.

Advised a startup investment bank on certain structuring and regulatory issues.

Advised on Food and Drug Administration diligence for a Hong Kong private equity fund.

Advised an Asian manufacturer of over-the-counter medicines on Food and Drug Administration inspection matters.

Advised a Latin American family business on United States laws affecting investment in Cuba.

Advised a dog food import business on federal regulations.

Advised an Asian manufacturer on anti-dumping issues.

Private Client

Advised the CEO of a pharmaceutical company on his employment and resignation for cause.

Advised a Fortune 100 senior executive on his resignation and development of a consulting business.

Advised a senior executive and his team on change of employment within the industry.

Advised a senior partner of a consulting company on his move to a competitor.

Advised various mid-level executives on severance negotiations.

Advised a senior executive on career planning and strategy, including changes in location and industry sector.

Advised a senior partner based in Europe on her moves within her industry.

Advised various United States and foreign families on wealth succession issues.

Publications and Speeches

Publications

Dire Straits? Using IFI Financing in the Post Basle III World, EEI Asian Energy Financial and Investment Casebook (2016)

Is it time to heed Cuba's call for investment?, fDi magazine (February 2014)

William A. Wilson III and Elena Ryzhkova, *Spotlight: CSR meets VC... ..in Bhutan*, Fall Newsletter of the Asia Pacific Committee of the Section of International Law of the American Bar Association (2013)

The Overseas Private Investment Corporation's Investment Fund Program, accepted for publication in Private Equity Week (2004)

2020: Can Project Financiers Settle the "Near Frontier"?, Euromoney Transport Report (2004)

A Review of the Regulations and Factors Affecting Foreign Investment in Key Asian Insurance Markets, prepared for the Inter-Pacific Bar Association Meeting (2000)

William A. Wilson III and Paul Zarnowiecki, *Living Dangerously*, Best's Review (2000)

Interview with William A. Wilson III, *Focus on Global Law Firms*, The Metropolitan Corporate Counsel (1999)

William A. Wilson III and Jurg Gassman, Ph.D., *Vietnam: Mixed News for Power Projects*, Infrastructure Yearbook (1997)

William A. Wilson III and Charles Dominic Paglee, *Power in Nepal*, Power Economics (1997)

William A. Wilson III and Jonathan K. Cooperman, *2d Circuit Bars Suits by "Offshore" Corporation*, The National Law Journal (1997)

William A. Wilson III, Stuart T. Solsky, and Nicolai J. Sarad, *Private Power Momentum*, Independent Energy (1997)

William A. Wilson III and Alan M. Epstein, *Project Finance in Asia*, The New York Law Journal (1996)

The Overrated Risks of Asian Infrastructure, The Asian Wall Street Journal (1996)

William A. Wilson III and Anne Falvey, *Doing Business in Asia: Key Issues*, The Metropolitan Corporate Counsel (1995)

William A. Wilson III and Anne Falvey, *Doing Business in Asia: A Practical Approach*, The Metropolitan Corporate Counsel (1995)

Speeches

Organizer and moderator, *The ESG Schism: Navigating Conflicting Stakeholder and Shareholder Interests in Corporate America*, New York City Bar Association (6 May 2024)

Organizer and speaker, *Day of the Endangered Lawyer 2021: Azerbaijan*, New York City Bar Association (13 January 2021)

Organizer and speaker, *Hong Kong: The New National Security Law*, New York City Bar Association (December 2020)

Organizer and speaker, *The Great De-Coupling: The Future of China–U.S. Economic Relations*, New York City Bar Association (30 September 2020)

Moderator, program featuring the United Nations Special Rapporteur, *Contemporary Challenges to the Independence of Judges and Lawyers from a Global Perspective*, New York City Bar Association (11 February 2019)

Moderator, panel on Safeguards for the Independence of Prosecutors, *Contemporary Challenges of the Independence of Judges and Lawyers and the Review of the Basic Principles*, sponsored by The Konrad Adenauer Stiftung (10 February 2019)

Panelist, conference on Legal Issues in Social Entrepreneurship and Impact Investing: U.S. and Abroad, *Governing Impact Investment Funds: What Have We Learned So Far?*, New York, NY (5 June 2018)

Address at the Canadian Council for the Americas, *Chinese Investment in Latin America*, Toronto, Canada (17 September 2014)

Address at The Center for American and International Law, *The Four Questions You Need Answered Before Advising on a China Project*, Plano, Texas (14 June 2005)

Address concerning doing business in Korea at the Cross-Border Investment Committee of the Inter-Pacific Bar Association (2000)

Various speeches in Hong Kong, Shanghai, and Singapore to technology audiences focusing on key legal issues for startup companies and venture capital investors (1998–2000)

Address on acquisitions of Korean companies at the Mergers and Acquisitions seminar held by the Center for International Legal Studies (CILS), Salzburg, Austria (1999)

Issues Affecting Mergers and Acquisitions in Thailand (10 March 1998)

Address at the AIC Conference on Leasing & Asset Finance in Asia in Hong Kong (September 1997)

Address at the IBC Asia Conference, *It's a Loan, It's a Bond, It's Money the Lender Wants to Get Back!* (30 September 1997)

Community and Bar Service

Community Service

Director, Friends Non-Profit Housing Corporation Inc.

Director, Music for Our Young Foundation Limited (Hong Kong)

Bar Service

Founding member of working group to develop a global central database of persecuted lawyers

Member and former chair, Task Force on the Independence of Lawyers and Judges, New York City Bar Association

Member, Rule of Law Task Force, New York City Bar Association

Member, Council on International Affairs, New York City Bar Association