

WATSON FARLEY
&
WILLIAMS

INVESTING IN MARITIME



KEY FACTS: MARITIME

THE LARGEST DEDICATED SHIP
FINANCE PRACTICE IN THE
WORLD

OVER **30** YEARS' SPECIALIST
MARITIME EXPERIENCE

EFFICIENT: "A GOOD
EXPERIENCE: THEY
SUPPORTED US WELL, GAVE
US STRONG ADVICE AND
THEIR TECHNICAL AND
COMMUNICATION SKILLS ARE
ALSO TO BE HIGHLY RATED."

CHAMBERS GLOBAL 2014

"**LONG-STANDING EXPERTISE**
IN SHIPPING AND MARITIME
FINANCING..."

CHAMBERS GLOBAL 2014

FULL SERVICE TO THE
MARITIME INDUSTRY:
ADVISING ON FINANCE,
CORPORATE, TAX,
REGULATORY, EMPLOYMENT
AND DISPUTE RESOLUTION

DEDICATED MARITIME
LAWYERS IN **14**
INTERNATIONAL OFFICES

INVESTING IN MARITIME

Watson Farley & Williams has one of the largest dedicated maritime legal practices in the world. Our origins are in shipping finance, which has been an integral part of our firm since we began business in 1982. We have a deep and broad knowledge of this sector and have over 100 lawyers in our maritime practice across our network of international offices.



Unrivalled industry expertise

We have a presence in all the major shipping centres around the world and offer integrated advice across the maritime industry. With clients ranging from owners and operators to the leading financial institutions, plus our ability to offer advice on English, French, German, Spanish, Italian, Greek, Thai, New York, Liberian, Singaporean, Hong Kong and Marshall Islands law, no other practice can match our scope and range of services to the market.

Understanding industry fundamentals

Our work in the industry over the last 30 years has given us contacts across the full range of participants and unrivalled knowledge of the key fundamentals of the industry. We understand maritime assets and how they can be used as effective diversifiers in a balanced portfolio and we understand how to best structure a maritime investment to protect cashflows and secure a viable exit strategy, which is particularly important in view of the depreciating nature of these assets.

“RECOGNISED FOR ITS MARKET-LEADING SHIPPING FINANCE PRACTICE. ADVISES FINANCIAL INSTITUTIONS AND SHIPOWNERS, AS WELL AS ECAS, ON HIGH-VALUE AND COMPLEX TRANSACTIONS.”

CHAMBERS UK 2015

End to end management of maritime investment strategies

We draw across our practice areas of finance, tax, corporate, regulatory and dispute resolution to ensure that our clients receive well-rounded, incisive and commercially driven advice at every stage of the investment life-cycle.

Our corporate and tax lawyers provide a powerful combination of expertise to assist our clients with advice on the establishment of investment funds and bespoke investment vehicles ranging from selecting tax efficient structures and establishing the corporate entities, through the due diligence phase of the investment to ensure optimal structuring of the investments themselves to eventual fund wind-down.

Where an investment in a distressed situation is being considered, our dispute resolution lawyers are experts in assessing restructuring solutions and offer practical advice to maximise the potential investment opportunity.

Perils of acting without specialist knowledge

In recent times, we have been asked to unwind and/or restructure investments in the maritime industry which have been undertaken without sufficient understanding of the underlying asset class. Our experience has shown that insufficient knowledge of a specialist industry can, at best, result in inefficiency and, at worst, result in being locked into an investment with little or no prospect of realising value.



SELECTED EXPERIENCE

GLOBAL PRIVATE EQUITY FUND

Advising a global private equity fund in relation to the corporate and commercial shipping aspects of a joint venture to be entered into with a major German owner in respect of heavy lift specialist tonnage.

SIDE CAR VEHICLE FUND

Acting for a US hedge fund in respect of a 50/50 side car vehicle fund with a bulk carrier operator in respect of the acquisition and trading of (initially) three bulk carriers and nine newbuildings on order, totalling US\$400m in value.

CLSA CAPITAL PARTNERS (SINGAPORE)

Advising CLSA Capital Partners in connection with the launching of CLSA's eighth private equity fund, the Pacific Transport fund focusing on regional shipping and transport.

CLARKSON SHIPPING HEDGE FUND

Advising in connection with the Clarkson Shipping Hedge Fund formed to raise in excess of US\$200m to invest in shipping company shares and freight derivatives.

TUFTON OCEANIC GROUP

Acting for Tufton Oceanic Group in connection with the establishment of two shipping investment funds for ship operating leases. Each fund was set up with an initial equity of US\$100m and prospective investments in the region of US\$1bn.

TRITON

Advising Triton's acquisition vehicle on the acquisition of Nordic Tankers' chemical tanker business, comprising nine owned vessels, six chartered-in vessels, 70 vessels under pool management, the full contract portfolio and around 140 employees.



ALLOCEAN

Advising on all aspects of the establishment and subsequent expansion of Allocean, a UK shipping investment fund and vessel management business, funded by Australian investors. The fund has grown to over 40 vessels.

OAKTREE CAPITAL MANAGEMENT

Advising Oaktree Capital Management L.P. on due diligence on Torm A/S and negotiating the acquisition of shares in Torm A/S in connection with the restructuring of Torm's equity and debt as part of a scheme of arrangement. The deal was named "Restructuring Deal of the Year" by *Marine Money*.



DELAWARE LIMITED PARTNERSHIP

Advising the lead investor on all aspects of the establishment of a maritime industry investment fund, structured as a Delaware Limited Partnership.

US\$500M HUNTING LICENSE

Acting for a German bank in relation to a US\$500m hunting license facility to a newly established Singapore-based company set up by a US private equity house/hedge fund for the acquisition, operation and chartering of container vessels.

A GLOBAL PRIVATE EQUITY FUND

Advising a global private equity fund in the establishment of a corporate joint venture and subsequent shipbuilding contracts relating to the vessels being constructed as a result of the joint venture arrangement.



BUSS CAPITAL FUNDS SINGAPORE PARTNERSHIP

Advising Buss Capital Funds Singapore Partnership on the acquisition from Tailian Container Enterprise International of a fleet of wholly-owned and lease financed containers.

SHIPPING INVESTMENT COMPANY

Advising on the establishment of, and related private placement for, a US\$250m shipping investment company.

ALTERNA CAPITAL PARTNERS

Advising Alterna Capital Partners LLC and Western Bulk AS, in connection with the tax and corporate aspects of forming a joint venture to purchase and manage dry bulk carriers, as well as the time charter and shipbuilding contracts.

EURO-MARITIME CHARTERING LIMITED

Advising a major shipping group in respect of claims arising out of the restructuring of a shipping investment held through Cayman Islands-based hedge funds.

A US HEDGE FUND

Acting for a US hedge fund in relation to the sale and lease back of a handymax bulk carrier to a Dubai-based operator and the raising of limited recourse debt finance.

ALTERNA CAPITAL PARTNERS

Advising Alterna Capital Partners LLC on the establishment of a joint venture with Mid Ocean Marine LLC to purchase a partially built 49,000 DWT product tanker from the bankruptcy estate of AHL Shipping Company.

MARITIME INVESTMENTS

Advising various well-known private equity/hedge funds on commercial and maritime aspects of investing in a shipping company established to invest in over US\$1bn of shipping assets.



MPC MÜNCHMEYER PETERSEN MARINE GMBH

Advising a German KG fund (as buyer) in a dispute regarding the construction and purchase of four bulk carriers being built by a Vietnamese shipyard.

A GREEK SHIPOWER

Advising in connection with its investment in, and its provision of ship-management services to an international shipping fund and drafting and negotiation of related framework, limited liability company and ship management agreements.

SHIPPING BOND FUND LIMITED

Advising Shipping Bond Fund Limited on its US\$15.5m private placement of shares, US\$65.6m financing by ZC Speciality Insurance Company (a member of the Centre Re group) and US\$80m purchase of Collateralised Bond Obligations.



US\$600M PROJECT OFFSHORE BRAZIL

Acting for MPC Capital, a German equity house, in relation to an equity investment in a project for the construction by SBM of a semi-submersible drilling unit and its long-term chartering to Petrobras for employment offshore Brazil.

ISLAMIC INVESTMENT

Advising NFC Shipping Funds on various sale and leaseback transactions, including a number of joint ventures which were structured so as to provide an Islamic compliant investment opportunity.

US INVESTMENT BANK

Advising a major US investment bank's shipping fund on its investments, including subscription and stakeholder documentation.

MPC CAPITAL INVESTMENTS GMBH

Advising MPC Capital, a German equity house, on oil pollution liability matters under US, UK and German law in relation to MPC's Global Maritime Opportunities Fund.

A GLOBAL PRIVATE EQUITY FUND

Advising a global private equity fund in relation to a joint venture for the construction of shuttle tankers for use in Brazil. The newbuildings are intended to be fixed on a long-term basis.

BATUMI OIL TERMINAL

Advising Nafttrans Limited, the owner of Batumi Oil Terminal in Georgia, and its shareholder on the US\$12.75m equity investment from the Great Circle Fund, a private equity fund primarily funded by OPIC (Overseas Private Investment Corporation).

MPC

Advising MPC in disputes regarding long-term charterer insolvency/workouts in relation to Torm and Sanko.



KKR & YORK CAPITAL

Acting for Kohlberg Kravis Roberts & Co. L.P. and York Capital as maritime counsel on the multi-jurisdictional re-registering and re-flagging of a 27 vessel fleet in one day, as part of the wider restructuring of chemical tanker owner and operator Berlian Laju Tanker, which saw its "Chembulk Tankers" vessels spun out into an independent and autonomous entity as part of a debt for equity exchange. The deal is shortlisted for "Deal of the Year" at the *Lloyd's List* North American Awards.

ACQUISITION OF HIGH-CUBE SHIPPING CONTAINERS

Advising the leasing subsidiary of a European bank in connection with its acquisition of 4,000 40 foot standard and 4,500 40 foot high-cube dry shipping containers and related issues to an international shipping company.

CAYMAN FUNDS

Advising the founders on the proposed establishment of a shipping investment fund.

KEY CONTACTS



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REPUTATION

"LEADERS IN THE FIELD OF SHIPPING FINANCE."

CHAMBERS UK 2015

"[WFW'S] 'GLOBAL COVERAGE' AND 'HIGHLY EXPERIENCED SENIOR PARTNERS' MAKE IT AN ATTRACTIVE PACKAGE IN SHIP FINANCE DEALS, WHERE THE TEAM HAS EXPERIENCE ON BOTH THE BANK AND BORROWER SIDES."

LEGAL 500 ASIA PACIFIC 2015



"WFW IS A POWERFUL SHIPPING FINANCE LAW FIRM - THEY ARE VERSATILE PEOPLE WHO DO A BROAD RANGE OF WORK."

CHAMBERS GLOBAL 2014

"[WFW'S] 'DEDICATED AND PROACTIVE' TEAM APPLIES THE 'HIGHEST PROFESSIONAL STANDARDS'."

LEGAL 500 EMEA 2014

"RENOWNED FOR ITS SIZEABLE, DEDICATED SHIPPING PRACTICE AND EXPERTISE IN ASSET FINANCE IN THE SHIPPING INDUSTRY..."

CHAMBERS EUROPE 2014



"THEY UNDERSTAND OUR BUSINESS AND THEY FOCUS ON THE IMPORTANT POINTS."

CHAMBERS GLOBAL 2014

"...I REALLY LIKE THE PEOPLE, THEIR EXPERIENCE AND THE EFFICIENT WAY THEY STAFF THEIR TRANSACTIONS..."

CHAMBERS UK 2015



"...THE PEOPLE I HAVE WORKED WITH WERE EFFICIENT, PRACTICAL AND EXPERIENCED..."

CHAMBERS UK 2015

"... 'RESPONSIVE AND COMMERCIAL' ... 'ALWAYS UP-TO-DATE WITH THE LATEST MARKET DEVELOPMENTS'."

LEGAL 500 ASIA PACIFIC 2015

"A COMPREHENSIVE GLOBAL NETWORK THAT ENCOMPASSES OFFICES IN THE USA, IN THE UK AND ACROSS ASIA. OFTEN LEADS THE WAY IN COMPLEX SHIP FINANCE TRANSACTIONS. THE FIRM CATERS TO THE NEEDS OF MAJOR FINANCIAL CLIENTS AND SHIPOWNERS..."

CHAMBERS GLOBAL 2014

"...RENOWNED IN SHIPPING FINANCE, WHERE IT PROVIDES A 'VERY CONSISTENT QUALITY OF WORK'."

LEGAL 500 ASIA PACIFIC 2015

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