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**Practice Areas**

- Corporate and Securities
- International Business Transactions
- Financing and Secured Transactions
- Commercial Real Estate

**Education**

University of Wyoming School of Law, J.D. , 1995  
Law Review, Editorial Board  
1994-1995

The George Washington University,  
Bachelors of Arts, 1992

University of Florida, 1987-1989

**Admissions**

- Florida

## Robert Q. Lee

### Partner and Chief Representative of Shanghai Office

Received the Martindale-Hubbell highest AV<sup>®</sup> Preeminent<sup>™</sup> 5.0 out of 5 rating. Represented public, private, and emerging growth companies in corporate and commercial matters, mergers, asset and stock acquisitions and divestitures, reorganizations and roll-ups, business start-ups, project financing, securities offerings, indentures, bond issues, corporate governance, private equity and mezzanine financing, securitizations, equipment financing, secured transactions, supplier and distribution agreements, technology licensing, servicing agreements, and franchising. Served as interim in-house counsel and outside corporate counsel for Fortune 100 multinational companies.

Engaged in cross-border transactions and investments particularly relating to Asia Pacific Region (China/Hong Kong), including aviation related projects (manufacturing and flight training), letters of credit, bank guarantees, stock exchanges, reverse mergers with U.S. publicly traded entities, corporate reorganizations, equity and cooperative joint ventures, power generation projects, strategic alliances, transnational technology transfers and licensing, manufacturing and development projects, WFOEs, Hong Kong holding companies, import and export arrangements, international distribution agreements, and international consortia agreements and foreign investments in real estate. Negotiated and conducted filings with MOFTEC, MOFCOM, CAAC, SEZs, and provincial and municipal governments, and coordinated the structuring of preferential projects for foreign enterprises in China.

Performed financing and secured lending work for major banks, governmental lending agencies, and other lending groups including syndicated and multi-tranche loans, workouts and restructuring of loan facilities, complex multi-state commercial loan transactions, and project financing. Negotiated, prepared and reviewed credit agreements, mortgages, security agreements, financing statements, partnerships, stock and membership interest

## ***Memberships***

Attorney's Title Insurance Fund, Inc.

American Bar Association  
Business Law Section  
China Law Committee  
International Law Section

Florida Bar Association  
Business Law Committee  
International Law Committee  
China Law Committee

Orange County Bar Association  
Business Law Section  
International Law Section

pledges, guaranties, intercreditor agreements, participation agreements, forbearance agreements, subordination agreements and other collateral documents. Engaged in municipal bond issuance transactions and financing for the construction and infrastructure projects.

Served as counsel to Fortune 500 companies, developers, investment funds and major landowners for commercial real estate matters including negotiation, drafting and review of real estate purchase and sale agreements for land, Planned Unit Developments, retail and office centers, hotels, restaurants, resorts, assisted living facilities and industrial warehouses. Reviewed title, survey and permitting matters and prepared commercial leases, easements, reciprocal covenants, licenses, ground leases, management agreements, and operating agreements.

Represented issuers, underwriters, and investors in connection with Regulation D exempt transactions and private placements, IPOs, PIPEs, secondary offerings, registration of securities with the U.S. Securities and Exchange Commission, and listing on U.S. stock exchanges and OTCBB. Provided counsel with respect to corporate governance, SEC reporting and Blue Sky legal compliance, NASD requirements, underwriting and IR agreements, legal opinions, and "comfort" letters.

## **Representative Transactions**

### **International Transactions**

- Represented U.S. biotechnology firm in multi-billion dollar licensing and technology transfers in East Asia and India;
- Represented U.S. company in tire manufacturing joint ventures in China, P.R.C.;
- Represented U.S. publicly traded company in connection with technology transfer and licensing agreement with German company;
- Assisted Chinese parent company in recapitalization of U.S. subsidiary;
- Established joint venture agreements for Chinese flight training joint ventures in China;
- Represented Korean company in buy-out of Korean joint venture by publicly held U.S. paper company;
- Represented Chinese-Japanese manufacturing joint venture in establishing North American distributorships;
- Represented U.S. and Chinese companies in connection with OEM and manufacturing agreements;
- Represented Chinese companies in connection with commodities and minerals purchase and sale agreements; and
- Negotiated long term aviation consulting agreements with

Chinese airlines.

### **Lending and Work Outs**

- Represented Borrower and affiliated companies involving workout of \$900 million securitized loans secured by hotels and resorts, equity interests, and other assets located in the United States;
- Represented Borrower and affiliated companies involving \$800 million loans secured by hotels and resorts, receivables, and other assets located in the United States and equity interests in foreign holding companies;
- Represented Senior Lender in Participation Financing involving workout of Credit Facilities of Co-Senior Lenders and Junior Lender and Note Exchange Offering (Total workout value of over \$300 million; Client participation value of \$50 million);
- Represented Borrower and affiliated companies involving \$165 million loans secured by timeshare resorts receivables, inventory, intellectual property; and real property located primarily in Southeastern United States;
- Represented international holding companies and affiliates involving \$30 million acquisition loan secured by hotel property located in the Atlanta International Airport Concourse;
- Represented Borrower involving \$26.4 million conveyance and loan assumption transactions involving hotel property located in Florida;
- Represented Borrower involving \$2 million medical equipment financing;
- Represented Lender involving \$3 million revolving credit facility; and
- Represented Lender involving \$1.8 million construction equipment financing.

### **General Real Estate**

- Represented major fund in multi-million dollar acquisition of REO properties from developer and banking institutions;
- Represented major landowner in connection with \$30 million sale of DRI real property and purchase money financing;
- Represented Fortune 250 developer in \$12 million acquisition of unimproved land;
- Represented Fortune 250 developer in \$5 million acquisition of platted building lots in PUD;
- Represented Purchaser in \$13 million acquisition of office park;
- Represented Purchaser in \$5 million purchase of hotel;
- Represented Fortune 250 educational institution in \$5 million acquisition of designed-built facility;
- Represented Purchaser in \$8 million purchase of retail center;

- Represented Purchaser in \$1.5 million purchase of warehouse facilities;
- Represented Fortune 100 company in disposition of 68,000 square-foot warehouse facility;
- Represented Purchaser in \$3.5 million purchase of restaurant facilities; and
- Represented Seller in \$5.25 million sale of condominium/hotel units.

### **Development**

- Represented developer in connection with amendment of Development of Regional Impact Development Order for 2,850 acre parcel;
- Represented developer in development of 5,000 unit planned residential community;
- Represented developer in acquisition and development of 10.25 acre multi-unit commercial park;
- Represented developer in acquisition and development of 800 unit timeshare resort; and
- Represented developer in development of 245 multi-unit residential building.

### **Leases**

- Developed lease form for regional shopping center;
- Developed lease form for 400,000 square-foot industrial park;
- Represented Fortune 100 company in leasing of 220,000 square-foot industrial manufacturing facilities;
- Represented Fortune 100 company in negotiating and drafting of build-to-suit lease involving 120,000 square-foot industrial warehouse facilities;
- Represented landowner in leasing of 20,000 squared foot boat repair and docking facilities including riparian rights; and
- Represented major hotel chain owner in connection with negotiation and drafting of ground lease (13.5 acres).

### **Mergers and Acquisitions**

- Represented Acquirer in assets purchase of commercial airline pilot training facilities from major aeronautical university;
- Represented large public U.S. banking group in multi-billion dollar merger of 18 income partnership funds;
- Represented Target in \$3 million asset sale of Canadian electronic component manufacturer;
- Represented Fortune 50 company in \$30 million acquisition of limited liability company membership interest in Georgia technology company;
- Represented Acquiror in \$10 million asset purchase of New York recorder stylus manufacturer;
- Represented Fortune 10 technology company in multi-million dollar buy-out of equity interest in transportation joint venture;

- Represented Target in \$1.25 million asset sale of mail service franchises;
- Represented Acquiror in \$1 million purchase of assets of a North American fleet managing system company from receivership; and
- Represented Fortune 250 construction company in multi-million stock divestiture of construction division.

### **Corporate Transactions**

- Represented Fortune 10 company in \$4 million sale of power generation system and teaming agreement with Malaysian company;
- Represented Fortune 10 company in connection with privatization of Oman power system project;
- Represented Fortune 10 company in connection with teaming agreement for sale and development of energy control systems in Australia;
- Represented Fortune 10 company in negotiation and drafting of sale and service agreements for digital satellite communications system; and
- Negotiated with national railway systems and prepared Purchase, Services and License Agreement for Locomotive Tracking System.

### **Venture Capital Transactions**

- Represented Fortune 50 company in \$3 million venture capital investment in California technology start-up target;
- Represented internet start-up Issuer in \$1.25 million convertible debt offering;
- Represented technology start-up Issuer in \$750,000 bridge loan/warrant issuance; and
- Represented technology start-up Issuer in \$350,000 bridge loan/warrant issuance.

### **Bond Issuance**

- Represented Underwriter in connection with \$13,250,000 industrial development revenue bonds issuance for improvements to educational facilities; and
- Represented Issuer in \$12.5 million revenue bonds issuance for construction of health care facilities

### **Securities Offerings**

- Represented Hong Kong publicly traded company in connection with reverse merger with U.S. publicly traded company and filing of registration statement with SEC and NASDAQ listing;
- Represented Issuer in \$40 million private placement;
- Represented Issuer in \$25 million exempt offering of convertible preferred series stock;

- Represented Issuer in \$15 million private placement;
- Represented Issuer in \$10 million private placement;
- Represented Issuer in \$3.5 million offering of preferred series stock and warrants issuance; and
- Represented Issuer in \$3 million preferred series stock offering.

### **Awards**

Nominated "The Strategists" ALB Hot 100: The hottest lawyers of 2009 by Asian Legal Business Magazine; and nominated "The Strategists" Hot 25 2009: The Legal High Flyers of the Year by ALB China Magazine.

### **Publications**

- Co-Author, "Recent Developments: Avoiding the Pitfalls of 'Hidden Rules' Chinese Graft Laws and the FCPA," *ABA China Law Reporter* 6.1 (2010): 3-14.
- Author: "China and Latin America: Striking a New Balance." *China Business Law Journal*. 1.1 (2009): 82-83. Print.
- Author: "China's Rising Interest in Latin America". *The China Business Review* September/October 2009: Print.
- Author, Note: "The Presumption Against Extraterritorial Application of the National Environmental Act: Has the Iron Curtain Been Lifted? *Environmental Defense Fund v. Massey*, 986 F.2d 528 (D.C. Cir. 1993)"; 29 *Land and Water L. Rev.* 533 (1994).

### **Lectures and Speaking Engagements**

- Speaker, "IPR and Dispute Resolution," Beware of the Dragon, Rollins College, Winter Park, Florida, 2010.
- Speaker, "Venture Capital, Private Equity, Renminbi Fund; Chinese Growth, Enterprise Market and Corporation Listing," Harbin Mundell International Finance and Capital Forum, Harbin, China, 2010.
- Speaker, "Infrastructure: Investing in Long Term Assets," Latin America China Investors Forum, Beijing, China, 2009.
- Speaker, "Doing Business in Today's PRC," Window to China: Wujin, Grand Hyatt Atlanta, Georgia, 2009.
- Speaker, "The Interrelationship between Guanxi and Legal Implications: Developing Trends," China: The Challenge of Doing Business in a Volatile Global Economy, Nova Southeastern University, Fort Lauderdale-Davie, Florida, 2008.
- Speaker, "Doing Business in China," UBS Financial Services, Inc., Boca Raton, Florida, 2008.
- Speaker, "Negotiating International Contracts" HSBC Bank,

- Miami, Florida, 2006.
- Speaker, “Hong Kong – Succeeding in China with CEPA,” Hong Kong Trade Development Council/World Trade Center Orlando, Florida, 2004.
  - Speaker, “Hong Kong – The Established and Transparent Legal System,” Hong Kong Trade Development Council/World Trade Center Orlando, Florida, 2002.
  - Speaker, “Export Readiness Training,” State of Florida Small Business Development Commission, International Programs, Florida, 2001.
  - Speaker, “Preparing, Structuring and Negotiating an International Deal,” World Trade Center Orlando, Florida, 2001.

### **Professional and Community Leadership**

Mr. Lee has served as Legal Counsel and Board Member for New Hope for Kids, Chairman of the City of Orlando Minority and Women Enterprises Certification Board, Board Member of the Metro Orlando International Affairs Commission, Founding Member of the Orlando Committee on Foreign Affairs, President of the U.S. Pan-Asia Chamber of Commerce, Board Member and Legal Counsel for the Asian-American Chamber of Commerce (Miami and Orlando), Member of the Global Business Advisory Board of Orlando Regional Chamber of Commerce, Legal Counsel and Board Member of the Florida-China Association, Inc., Representative of the Association of Bi-National Chambers of Commerce of Florida, Board Member for the Asian American Federation of Florida, Inc., Board Member and Chair of the Professionalism/CLE Committee for Greater Orlando Asian American Bar Association and Member of the National Asian Pacific American Bar Association.

### **Languages**

Knowledgeable of Chinese (Cantonese and Mandarin) and Vietnamese languages.