



AT THE FOREFRONT OF REAL ESTATE ADVISORY

DUANE MORRIS & SELVAM LLP has longstanding relationships with key players in the real estate market, allowing us to respond to changing market conditions and deliver innovative and tailored solutions to our clients.

Our extensive industry knowledge and wide-ranging experience in handling various complex transactions involving commercial, residential and industrial properties has enabled us to represent major property developers, investors, banks, financial institutions, real estate companies and individuals on all facets of real estate transactions such as:

- ▶ Construction
- ▶ Mortgages
- ▶ Debentures
- ▶ Freehold purchase
- ▶ Loans
- ▶ Mezzanine financing related to land
- ▶ Leases of industrial, commercial and residential properties
- ▶ Real estate development, planning and land use
- ▶ Real estate financing
- ▶ Regulatory and compliance requirements
- ▶ Disputes resolution

REAL ESTATE INVESTMENT TRUSTS (REITs)

In this mature and sophisticated REIT market, our experienced interdisciplinary group of lawyers provides specialised capabilities to assist REITs with capital markets, corporate, investment management, mergers and acquisitions, including cross-border REIT acquisitions of assets, real estate and tax advice.

We have represented managers, property managers, trustees, vendors and all other relevant parties involved in a typical REIT transaction. We provide comprehensive advice to our REIT clients on a broad spectrum of issues, including:

- ▶ Structuring, entity formation, tax, securities compliance and governance issues
- ▶ Capital raising efforts, both domestically and internationally
- ▶ Mergers and acquisitions, divestitures and spin-offs
- ▶ Environmental issues and workouts

REPRESENTATIVE MATTERS

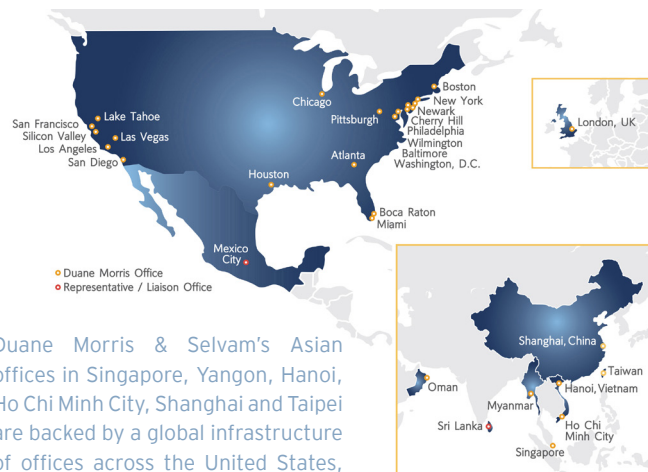
- ▶ Advised a global real estate company and the fund manager on the establishment of a US\$200-million private equity fund in India.
- ▶ Advised a private equity fund focused on real estate investments in ASEAN.
- ▶ Acted as landlord's solicitors in negotiating, drafting, reviewing and advising on leases and licences of industrial and commercial units in various buildings comprising the assets of a REIT.
- ▶ Advised a leading Japanese bank in relation to its US\$100 million financing to a listed Singapore REIT.
- ▶ Represented a Singapore REIT on its proposed conversion into the first publicly listed Shariah-compliant real estate investment trust on SGX-ST as well as on its proposed S\$385 million refinancing comprising of a S\$185 million conventional facility and a S\$200 million Islamic facility using an Ijara structure.
- ▶ Drafting and review of various security documents, including all monies open mortgages, deed of assignment of rental proceeds and debentures for the securitisation of DBS Tampines Centre.

- ▶ Commercial and residential development projects for listed property developers involving several hundred units, including:
 - The Clearwater (420 units) & Avalon (88 units) - CapitaLand Residential Limited
 - Camelot (99 exclusive units) & Compass Point (180 commercial units) - Centrepoint Properties
 - Executive condominium projects - Lilydale (372 units) - Centrepoint Properties
- ▶ Advised on the tender of the largest piece of real estate in Singapore, subsequent leasing, license agreements and coordination with the Singapore Land Authority, Urban Redevelopment Authority, Land Transport Authority and Ministry of Law (Turf City).
- ▶ Advised a Singaporean developer in the establishment of a joint venture company to invest, construct and operate a high-rise residential housing project in District 2, Ho Chi Minh City.
- ▶ Advised Keppel Land Limited in the S\$440 million listing of K-REIT Asia on the Singapore Stock Exchange.
- ▶ Advised British and Malayan Trustees Ltd, as the trustee for Allco REIT, in relation to the initial public offering on the SGX of 321,255,000 units in Allco REIT, sponsored by the Allco Finance Group Limited of Australia.
- ▶ Advised Cambridge Industrial Trust in a proposed conversion to an Islamic REIT.
- ▶ Advised Cambridge Industrial Trust in the acquisition of three industrial sites for S\$40.2 million.
- ▶ Represented Oxford Properties, a real estate investment trust (REIT), in connection with the issuance of US\$150 million of debt securities.
- ▶ Advised a Singapore property developer on the commission agreement for its proposed real estate project, Marina Bay Residences.
- ▶ Drafting and review of construction and asset management contracts for a securitisation exercise.
- ▶ Advised an international company concerning a US\$400M mixed-use real estate development.
- ▶ Advised The McGraw-Hill Companies, Inc. in connection with the multi-million dollar sale of the main property asset of its subsidiary, McGraw-Hill Education (Singapore) Pte Ltd, in Singapore, and the lease negotiations for its new office premises.
- ▶ Advised a Korean fund manager in connection with its multi-million dollar syndicated mezzanine loan facility granted to the Australian subsidiary of a Singapore company in the hospitality and property development business.
- ▶ Defended a listed property developer against a claim of breach of duty in relation to a collective sale.
- ▶ Advised Powermatic Data Systems Ltd, a company listed on SGX-ST, in relation to the sale-and-leaseback of its property at 135 Joo Seng Road to MacarthurCook Industrial Real Estate Investment Trust.

This publication is intended as a general overview of the subjects dealt with. It is not intended to be, and should not be used as, a substitute for taking legal advice in any specific situation. Duane Morris & Selvam LLP and Duane Morris LLP cannot accept any responsibility for any actions taken or not taken on the basis of this publication.

Duane Morris & Selvam LLP is the joint law venture consisting of international law firm Duane Morris LLP and Singapore-based Selvam LLC, with headquarters in Singapore. Supported by a network of more than 750 attorneys in multiple offices around the world, it offers innovative solutions to the legal and business challenges presented by today's evolving global markets.

OFFICE LOCATIONS AND REACH



Duane Morris & Selvam's Asian offices in Singapore, Yangon, Hanoi, Ho Chi Minh City, Shanghai and Taipei are backed by a global infrastructure of offices across the United States, Europe and the Middle East.

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Leon is Head of Duane Morris & Selvam's Banking & Finance and Energy Law Practice Groups. He is also Head of the Firm's China Practice Group. Leon has extensive corporate law experience, including real estate, and regularly advises high net worth individuals, private equity funds, investment banks, listed and private companies on corporate finance, venture capital, capital markets, takeovers, cross-border mergers and acquisitions, corporate restructurings, joint ventures, real estate acquisitions and lease negotiations.



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Ramiro is a Colombian lawyer with more than eight years of experience as a practicing corporate lawyer. He has extensive experience on matters pertaining to cross-border corporate finance, securities laws, banking and private equity, both in common and civil law jurisdictions. He has advised a number of companies, trusts and government agencies on transactions relating to syndicated loans, project financing, international joint-ventures, cross-border mergers and acquisitions, securitisations and a broad array of other financial and commercial deals. He regularly trains fund managers and private equity practitioners in the Asia-Pacific region in the legal and compliance aspects of real estate investment funds.



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Mark is a Director in the Corporate Practice. His practice focuses on cross-border M&A, which includes advising on commercial contracts, joint ventures, private equity investments, corporate restructuring, SGX-ST listing rules, and construction and financing matters. He has extensive experience handling cross-border transactions across industries as such as real estate, manufacturing, natural resources, power, insurance, transportation and pharmaceuticals. Mark speaks fluent English, Mandarin and French and Cantonese.