

Bruce W. MacLennan

Partner

Chair, Corporate and Securities Group and International Group

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OVERVIEW

Bruce MacLennan advises clients based in the U.S., Asia and Europe and the U.K. on structuring and executing complex cross-border business transactions, principally in the areas of private investment fund formation and the structuring of pooled and individual investment vehicles; private equity and venture capital investments; secondary market transactions; mergers and acquisitions; and the structuring of joint ventures, strategic alliances and customized business partnerships. Bruce also provides guidance to fund managers and investors on investment-related regulatory compliance under the Securities Act of 1933, the Securities Exchange Act of 1934 and the Investment Advisers Act of 1940.

Bruce's practice focuses primarily on the financial, information technology, biotech, pharmaceutical, agritech and aircraft lease financing industries. He also acts as outside counsel for a global Japanese IT company for which he provides advice, coordinating with other attorneys with appropriate expertise when necessary, on a broad range of topics, including privacy, CFIUS, OFAC, import-export, employment, distribution chain, antitrust and technology licensing matters.

Prior to joining White and Williams, Bruce practiced for 23 years in the Tokyo and New York offices of global AmLaw 100 firms.

Prior to attending law school, Bruce undertook Ph.D. studies in East Asian Buddhism at the University of Michigan's Rackham Graduate School. He suspended the Ph.D. studies to pursue a law degree at the University of Washington School of Law, where he was the Executive Articles Editor for the *Pacific Rim Law and Policy Journal*, in which he published an article entitled "Establishing a Stock Corporation in Japan After the 1990 Revision of the Commercial Code."

After intensive studies in Japanese and Chinese at the University of Michigan, followed by 14 years practicing as a foreign attorney in Tokyo, Bruce is fluent in Japanese and proficient in Chinese (Mandarin). During his undergraduate studies, he spent a year at the Universidad Nacional Autonoma de Mexico and is fluent in

PRACTICES

Corporate and Securities
International
Technology Transactions

BAR AND COURT ADMISSIONS

New York
Illinois
U.S. Court of Appeals for the Federal Circuit

EDUCATION

University of Washington School of Law, JD, 1993
University of Michigan, Department of Asian Languages and Cultures, 1985-90
Stanford Inter-University Center for Japanese Language Studies, 1986, 1988-89
Antioch College, BA, 1978
Universidad Nacional Autonoma de Mexico, 1976-77

LANGUAGES

Japanese
Mandarin Chinese
Spanish

MEMBERSHIPS

Alternative Investment Management Association
Illinois State Bar Association
International Bar Association
Investment Adviser Association

Spanish as well.

Managed Funds Association
New York State Bar Association

REPRESENTATIVE MATTERS

White and Williams Lawyers Deliver for Augmented Reality Company ImagineAR
12.16.20

White and Williams Assists Japanese IT Client in Cross-Border Joint Patent
Application Agreement
11.12.20

Represented a major U.S. enterprise cybersecurity company in drafting and negotiating multiple enterprise systems security IT services contracts with global tech companies and financial institutions

Represented a Japanese IT services company in drafting IT enterprise services agreements with international commercial banking institutions

Represented a major global IT company based in Japan as outside corporate counsel on a range of multi-jurisdictional commercial transactions and regulatory matters

Represented a Korean agritech company on a \$50 million investment by two U.S.-based private equity investors and concomitant restructuring of the client's corporate group

Advised large U.S. institutional investor on restructuring of its \$43 million investment in a UK CLO fund manager; renegotiation of the terms and conditions of its \$30 million investment in a U.S. Real Estate fund; negotiation of terms and conditions of its \$25 million investment in a U.S. structured credit fund; negotiation of terms and conditions of its \$25 million investment in a U.S. credit fund; negotiation of terms and conditions of its \$25 million investment in a U.S. direct lending fund; negotiation of terms and conditions of its \$25 million investment in a U.S. credit fund; negotiation of terms and conditions of its \$70 million aggregate investment in two apartment lending funds and the subsequent restructuring of the investments; negotiation of terms and conditions of its \$20 million investment in a U.S. natural resources fund; and negotiation of the terms and conditions of capital call facilities in connection with its commitments in two separate funds, among others

Represented a Singapore-based private fund manager in the formation of a Cayman Islands-based fund to finance an aircraft parts leasing operation

Represented a consortium of Singapore-based investors in the restructuring of a global nanotechnology company with entities in the U.S., Japan, Singapore, Israel, Taiwan and China

Represented a major Asian investment management firm in a venture investment in a Canadian biotechnology company

Represented Seoul, Korea-based agribusiness in its capital raise from a consortium of investors, including a major Asian asset manager, a U.S.-based strategic investor and three Korean corporate investors

Advised a fund sponsor/manager with operations in Tokyo and Singapore on the formation of a private equity fund that will invest in opportunities in Japan and throughout Asia

Represented a major Japanese technology company in its acquisition, and subsequent sale, of a majority stake in a West Coast Web services company

Advised a major Japanese private investment firm in the structuring and establishment of a Mauritius-based fund with feeder vehicles in the Cayman Islands and management entities based in Mauritius, New York, Tokyo and India

Advised a Japanese private equity firm in discreet issues relating to structuring the distribution of carried interest to the management and investment teams of a Cayman Islands-based fund

Advised a Singapore-based private equity firm in the structuring and establishment of a Cayman Islands-based captive fund focusing on private equity investments in Japan, China and Southeast Asia

Served as global counsel in the formation of a multijurisdictional fund, comprising a Japanese statutory investment partnership in Japan and multiple parallel feeder funds formed as Cayman Islands-exempted corporations in order to afford tax efficiencies for foreign investors seeking to participate in the Japanese master fund

Advised Ant Global Partners Pte., Ltd., a Singapore-based investment manager, on the formation of a Japan-directed captive fund that invests in underperforming stocks on the Tokyo Stock Exchange, for a major global asset management firm with headquarters in New York

Advised CTF Partners Pte., Ltd., a Singapore-based fund manager affiliated with Tokyo fund manager ACA, Inc., on the structuring and establishment of a cleantech investment fund as a Cayman Islands limited partnership, for investment in cleantech projects in Indonesia in concert with the government of Indonesia and the World Bank

Advised MASA, Inc. and its successor Rock Spring Partners, Inc. in the formation of two strategic biotech funds as Delaware limited partnerships

Advised BCF Partners on the structuring and establishment of a technology investment fund connecting Japanese investors with Israeli technology

Represented Nikko antfactory in its sales of portfolio assets on the secondary market, including cross-border sales of their interests in venture and private equity funds to third-party acquirors

Structured and formed an investment firm in Tokyo, Japan as a joint venture between Nikko Principal Securities, the investment subsidiary of Nikko Cordial Securities, the third largest Japanese retail securities brokerage, and a British incubator, antfactory

EVENTS

International Law: A Legal Primer Exploring Key Business Issues For the U.S. and Foreign Entities
Webinar, 1.25.22

PUBLICATIONS

Cryptocurrency Regulations and How They May Impact Private Investment Funds
Corporate and Securities Alert, 7.6.22

Securities and Exchange Commission's Environmental, Social and Governance Factors
Corporate and Securities Alert, 6.6.22