

William H. Gravely

SUMMARY: *Corporate Law, with emphasis on building international structures and international strategic alliance arrangements to optimize operational and tax neutral efficiencies.*

CORE COMPETENCIES:

Called to Bar in Ontario Canada, New York State, and Bermuda;

30 years corporate practice and business experience;

Structured and created methods of combination for large international firms in financial (reinsurance), resource and other sectors.

PRACTICE of LAW

1995 – 2009

Practised in Bermuda with Milligan-Whyte & Smith (BDA); Lynda Milligan-Whyte & Associates (BDA); Mello Jones & Martin (BDA); with Al Tamimi & Co. in Dubai; legal counsel for the Gleeson group of companies (BDA) since 2007. Practice limited to and focussed upon all aspects of international corporate law. Engagements have included joint venture transactions, project financings, international corporate restructurings and international acquisition and merger transactions. Within this practice I have:

- handled several international joint venture transactions and other forms of cross-border strategic alliances;
- Engaged on special projects including working with Dubai Government on the development/structuring of the Dubai International Financial Centre (DIFC) and several international joint ventures between European entities/Dubai Government projects
- adviser on several public and private international acquisitions and mergers (the most substantial - acting as Bermuda counsel for the acquiror in a hostile public take-over valued in excess of \$6 billion dollars);
- acted as special project advisor to large Bermuda reinsurance companies (including the creation of special share structures and Private Act legislation in the convergence of the capital and reinsurance markets for special purpose transactions and financings); and
- reinsurance securitization projects

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1981- 1995

**Partner and Consultant,
Fraser & Beatty
(now Fraser Milner Casgrain)
Toronto, Canada**

Corporate practice included a broad range of matters (acquisitions; financings; joint venture transactions; international strategic alliances; reorganizations; etc) and included:

- substantial number of international oil and gas and mineral exploration joint ventures,
- international manufacturing joint venture transactions (the most substantial of which was acting for Volvo Sweden in structuring and putting together the Canadian heavy truck joint venture transaction between Volvo Lastvagnar AB and General Motors of Canada Limited),
- a large Ontario/U.S. hotel & casino joint venture; and
- several international acquisitions (the most substantial being the multi-billion dollar acquisition of the Lawson Mardon Group in Europe)
- financings and refinancings of equity and debt
- establishing European manufacturing facilities in several countries through ‘partnering’ arrangements with private enterprise and governments

1976 – 1981

**Associate,
Fraser & Beatty
(now Fraser Milner Casgrain)
Toronto, Canada.**

Joined Fraser & Beatty in 1976 as an associate:

- began a corporate practice as an associate in the Firm’s Corporate Department and my practice included, among other things, working as part of a small team with a large venture capital entity handling acquisitions, mergers/amalgamations, joint venture transactions, financing, IPOs

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BUSINESS EXPERIENCE

1982 to 2009

Boards of Directors

During the period from 1982 to date I have been an active board member for several of my larger clients (Volvo GM Canada, Kord Products Limited and its international affiliated companies, various CanWest owned companies and presently only on the Boards of Eclipse Group Holdings Limited and related companies).

1990 – 1992

Consultant, Volvo GM Canada. Toronto, Canada.

Assisted management team with integration of Volvo and General Motors heavy truck operations in Canada and was on the joint venture company board of directors as an active board member. During this period I continued an active practice with Fraser & Beatty as a consultant to the firm during 2-year contract assignment with Volvo GM Canada.

1987 – 1991

President Colorwel Concentrates Limited and Dachem Limited, Brampton, Ontario, Canada.

Acquired these two manufacturing companies through a leveraged buy-out in 1987 acting as Chief Executive Officer. Continued active practice with Fraser & Beatty as a consultant to the firm during 3 1/2-year ownership period. Sold to an international plastics manufacturing operation and continued as a consultant to the acquiror under contract until 1995. Transaction Specifics:

- 75 employees; gross annual sales of \$50 million
- Firm provided computer colour matching, manufactured polypropylene and polystyrene coloured resins and colour additive services to the plastic injection molding and vacuum forming industry in the Toronto, Canada region.
- reorganized the company and expanded sales across Canada and internationally;
- sold both companies in 1991 with net proceeds substantially in excess of invested amount
- maintained active business consulting contract with purchaser until 1995 after taking a position in Bermuda where I continued as a legal and

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business advisor to the acquiror for a further 12 months until the company was purchased by a listed TSE company

EDUCATION

- Bachelor of Arts (B.A.), University of Waterloo, Ontario 1971
- Bachelor of Laws (LL.B.), Osgoode Hall Law School, Toronto 1974

SCHOLARSHIPS

- The Clara Brett Martin Memorial Scholarship (received on graduation from Osgoode Hall Law School in 1974)

ADMISSION TO THE BAR AND QUALIFICATIONS

- Ontario (1976)
- New York (1984)
- United States Court of International Trade (1993)
- United States Court of Appeals for the Federal Circuit (1993)
- Bermuda (1996)