

CURRICULUM VITAE

NAME: DANIEL CHERNOV
POSITION: Senior Legal Adviser
LOCATION: Ho Chi Minh City, Vietnam
EXPERIENCE: 21 years
NATIONALITY: USA

MEMBERSHIP IN PROFESSIONAL SOCIETIES:

District of Columbia Bar Association (1986)

KEY QUALIFICATIONS:

Daniel Chernov recently joined the Firm as Senior Legal Adviser and brought with him a diverse range of legal experience gained in the Asian region. Daniel has practiced law for more than 20 years in Washington, D.C., Tokyo, Bangkok and Ho Chi Minh City. He specializes in foreign direct investment, mergers and acquisitions, international commercial transactions, property, and international litigation/alternative dispute resolution.

EDUCATION:

- Georgetown University Law Center, Juris Doctor (1986)
- Skidmore College, B.A. (1983), Phi Beta Kappa

EMPLOYMENT RECORD:

- **DFDL Mekong/Mekong Law Group** Sept 2007 - Present
Senior Legal Advisor, Hanoi
- **McEvily & Collins** (Bangkok, Thailand) 2005-2007
Lawyer
Provided comprehensive legal services relating to mergers, acquisitions, and foreign direct investment in Thailand. Represented European investors in sale of two hotels located in Phuket (transaction value of US\$35 Million). Led legal due diligence team examining publicly traded property development company. Represented publicly traded Singaporean company in US\$175 Million acquisition of Thai semiconductor manufacturer. Responsible for all aspects of legal representation, including supervision of legal due diligence team, preparation of legal due diligence report, transaction documentation, corporate governance, legal opinions, taxation, etc... Advised hydroelectric power generation equipment manufacturer in restructuring of sales and service agreements.

- **Blumenthal Richter & Sumet** (Bangkok, Thailand)
Lawyer

Provided comprehensive legal services relating to foreign direct investment in Thailand. Represented Thai telecommunications service provider in drafting and negotiating international telecommunications consortia and supplier agreements. Represented European industrial products manufacturer in sale of Thai subsidiary. Represented Japanese non-bank financial institution before Thai Ministry of Commerce.

2002-2004
- **Anderson Mori Law Offices** (Tokyo, Japan)
Lawyer

Provided comprehensive legal services relating to direct foreign investment in Japan, including mergers and acquisitions, corporate formation, trademark protection, lease of commercial real estate, product distribution, and labor/employment. Supervised legal due diligence teams and prepared due diligence reports with respect to acquisition of Japanese corporations. Drafted and negotiated intellectual property license agreements, including patent of industrial equipment, copyright of computer software and musical recordings, and consumer product trademarks. Represented multinational corporations in civil litigation involving intellectual property licensing, product liability, product distribution and non-competition. Prepared expert opinions concerning international taxation for U.S. Internal Revenue Service. Provided regulatory analysis to foreign-owned banks and financial institutions.

1999-2001
- **Hayabusa Law Offices** (Tokyo, Japan)
Lawyer

Tried several complex international cases from discovery through trial, including construction accident litigation at Futenma Air Base in Okinawa and arbitration of pharmaceutical license dispute under the International Rules of the American Arbitration Association. Responsible for all phases of litigation, including discovery (more than 25 depositions), motions, briefs, and trials. Drafted copyright license agreements for major record label and purchase/distribution agreements for major department stores.

1997-1999
- **Fishman Law Offices** (Washington, D.C.)
Lawyer

Practiced international trade regulation and administrative litigation, including trademark enforcement, import regulation, export controls, and government contracts. Represented Japanese multinational corporations in import relief investigations before U.S. Department of Commerce. Drafted and negotiated auto parts contracts with "Big 3" on behalf of Japanese auto parts manufacturers.

1986-1996

MAJOR PROJECTS UNDERTAKEN

FOCUS ON CORPORATE SECTOR

Singapore

NS Electronics – US\$175 Million – UTAC	(Year)
Represented Singapore's United Test and Assembly Center Ltd (UTAC) in \$US 175 Million acquisition of NS Electronics. Responsible for all aspects of legal representation, including preparation of comprehensive legal due diligence report, share transfer documentation, corporate governance, taxation, legal opinions, etc.	

FOCUS ON CORPORATE SECTOR

Japan

Ford Motor Co – US\$80 Million - Showa Denko K.K. (1995)

Represented Showa Denko K.K. in drafting, negotiating and finalizing exclusive production agreement with Ford Motor Company for supply of automotive air conditioner compressor parts utilizing advanced aluminum alloy (contract value of US\$ 80 Million).

Joint Venture – Showa Denko K.K. (1995)

Represented Showa Denko K.K. in joint venture with American defense products manufacturer for production of high-pressure aluminum cylinders. Project involved conversion of defense-based production facility in Los Angeles to commercial production. Representation included (1) drafting and negotiating joint venture agreement; (2) facilitating communications between Japanese and American executives and engineers; and (3) dispute resolution.

IP – Dole Foods Company (2000)

Represented Dole Foods Company in drafting revolving trademark license agreements with joint venture partner, Snow-Dole, in relation to licensed production and advertising of processed foods.

Distribution Agreements - Rockford (2000)

Represented American stereo manufacturer (Rockford) in restructuring of distribution agreements with Japanese distributors.

Due Diligence – American client (2001)

Represented American paper products manufacturer in acquisition of Japanese corporation engaged in manufacture of plastic straws. Managed 12 Japanese lawyers in conduct of legal due diligence. Prepared due diligence report.

Distribution Agreement – Japanese pharmaceutical company (1999)

Represented Japanese pharmaceutical company in drafting and negotiating distribution agreement with foreign-owned Japanese distributor.

Transfer Agreement – American construction company (2000)

Represented American construction equipment manufacturer in drafting technology transfer agreement with Japanese construction equipment manufacturer.

Distribution Agreements – Isetan & Parco (1998)

Represented Japanese department stores (Isetan and Parco) in drafting and negotiating purchase and sale and distribution agreements with American and European clothing and apparel designers/manufacturers.

Due diligence – Japanese auto parts manufacturers (1992)

Represented several Japanese auto parts manufacturers (plastic injection molding and aluminum tubes) in conducting legal due diligence of American auto parts manufacturers for purposes of increasing local content for Honda Motor Corporation.

IP – Quatro (1998)

Represented Japanese record label (Quatro) in drafting and negotiating copyright license agreements with European and American recording artists.

Due diligence & Patents – Japanese client (1996)

Represented Japanese precious metals company in patent license negotiations with American producer for license of "electroform" production technology. Conducted corporate due diligence and patent review.

FOCUS ON CORPORATE SECTOR**Purchase/Sale Agreement & Trademark – Australian client (1996)**

Represented Japanese precious metals company in exclusive production and supply agreement with Australian metals company. Representation included drafting and negotiating purchase/sale agreement and trademark license.

Software agreement – Japanese client (2000)

Represented Japanese computer software developer in drafting and negotiating computer software agreement with Korean licensee.

Trademarks – Value – Louis Vuitton (2000)

Represented European apparel designer (Louis Vuitton) concerning international trademark infringement and enforcement throughout Asia and SE Asia.

Thailand**UTAC – US\$1.5 Billion – TPG/Affinity Equity Partners (2006)**

Advised TPG and Affinity Equity Partners on Thai aspects of US\$1.5 Billion acquisition of Singapore's United Test and Assembly Center Ltd (UTAC). Responsible for preparation of legal due diligence concerning the operations of UTAC Thai (formerly NS Electronics), international tax analysis, and general advice concerning Thai law.

Foreign Business License – Promise Co Ltd (2003)

Represented Japanese non-bank financial institution (Promise Co., Ltd.) in securing foreign business license to operate consumer lending business in Thailand (first foreign non-bank financial institution to be granted a business license to own/operate a 100% foreign owned subsidiary under governing Thai law).

Sale of subsidiary – Koninklijke Econosto N.V. (2004)

Represented Koninklijke Econosto N.V. in sale of Thai subsidiary engaged in production of industrial hoses, brackets and couplings. Representation included legal due diligence, drafting and negotiating share purchase agreement, transfer and license of intellectual property, and purchase & sale agreement for long-term supply of product.

Telecommunications agreements – Portalnet Ltd (2003)

Represented Thai telecommunications service provider (Portalnet Ltd.) in drafting and negotiating international telecommunications consortium agreements, computer hardware supply and service agreements, and computer software license agreements with major U.S. and European computer hardware and software companies.

Hotel purchase – US\$35 Million – European client (2007)

Represented European owners of Surin Beach Resort and Kamala Bay Gardens Resort in Phuket, Thailand, in US\$35 Million hotel acquisition.

Due diligence – Raimon Land (2006)

Represented UAE property developer in conducting due diligence on publicly traded property development company in Thailand (Raimon Land). Managed six Thai lawyers in conduct of property due diligence. Prepared due diligence report.

Sales/Service Agreements – Alstom (2006)

Represented Alstom (Thailand) in restructuring of sales and service agreements for hydroelectric power generation equipment.

Tech. Transfer Agreement – Thai client (2003)

Represented Thai industrial equipment manufacturer in drafting technology transfer agreement with Malaysian manufacturer.

**FOCUS ON CORPORATE SECTOR****Real Estate**

The sale of two hotels in Phuket, Thailand (value US\$35 Million).

United States of America**Trademarks – Mack Trucks****(1994)**

Represented American truck manufacturer (Mack Trucks) concerning international trademark infringement and enforcement. Coordinated U.S. Customs investigation.

LANGUAGES:

	Speaking	Reading	Writing
<i>English</i>	Excellent	Excellent	Excellent
<i>Japanese</i>	Good	Basic	Basic
<i>Thai</i>	Fair	None	None

CONTACT DETAILS:**DFDL Mekong Vietnam**

PetroVietnam Tower, 8th Floor

1-5 Le Duan Street, District 1

Ho Chi Minh City, Vietnam

Tel: +84 8 910 0072

Fax: +84 8 910 0073

Mobile: +84 936 77 6565

Daniel.Chernov@dfdlmekong.com

www.dfdlmekong.com