

## Dovi Adlerstein

### Partner

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Dovi Adlerstein is a partner and business lawyer with Foley & Lardner LLP. He is a member of the firm's Transactions Practice. Dovi has experience in a broad range of transactional and corporate matters including structuring, negotiating, and implementing all phases of mergers and acquisitions, corporate recapitalizations, and private equity transactions, many with intellectual property and/or technology-related components including in the technology, pharmaceutical, insurance, oil and gas, restaurant, and hospitality industries.

Dovi has acted as lead counsel in numerous international transactions ranging in size from \$500,000 to almost \$30 billion including on multi-national deals (ranging from 15 to as many as 120 countries) many of which involved CFIUS, ITAR, and FCPA issues. In addition to his core areas of experience, Dovi has been responsible for the structuring, drafting, and negotiation of technology licensing and outsourcing transactions for technology companies.

### Representative Experience\*

- The founder of BusinesSolver, Inc. in its acquisition by Warburg Pincus for north of \$600 million
- EsCo Leasing, an oil-field services business in its acquisition by Ranger Energy Co.
- CIGNA in an internal restructuring to roll-up multiple plans with different CMS star ratings
- NCH Corporation in its sale to Clariant Corporation of its oil and gas completions and production chemical business, and associated services, comprised of manufacturing, sourcing, and providing traditional oil and gas field chemicals and service for oil and gas production systems, pipelines, and fracking and drilling operation
- Adare Pharmaceuticals in its acquisition of Viactiv
- Adare Pharmaceuticals in its disposition of its U.S. and Canadian pharmaceutical manufacturing business
- Broad Ocean Motor Company (China) in its ultimately unsuccessful billion-dollar-plus bid to acquire Emerson Electric's global Leroy-Somer business; multiple rounds of bidding, negotiation over CFIUS,

- terminating when BOMC was outbid at the wire by a Japanese company
- Carlson, Inc. its \$100M+ sale of an Aruban resort and casino to Aruba Growth Fund
  - Talyst, Inc. in its spin-off of its capital equipment business and subsequent sale of that business to a financial buyer; representation spanned multiple rounds of buyer-initiated transaction restructuring and tax planning
  - The stockholders of the Jones-Blair Company in the sale of its paint and industrial coatings business to Hempel, Inc. for upwards of \$100M
  - Carlson, Inc. in its sale of TGI Friday's to Sentinel Capital
  - Carlson, Inc. its stake of a resort in French St. Martin to a Spanish buyer
  - Parago, Inc. in its acquisition of Helgeson Enterprises Inc.
  - The Around the Clock Trucking Company in its acquisition by an affiliate of Transportation Resource Partners
  - Superior Aviation (China) in its aborted \$2 billion bid to acquire Hawker Beechcraft, Inc. out of bankruptcy
  - Co-representation of Southern Union Company in negotiation of its acquisition by Energy Transfer Equity for a mixture of stock and cash valued at in excess of \$9 billion, including in multiple rounds of a public bidding war for Southern Union between Energy Transfer Equity and The Williams Companies, Inc.
  - FundCorp Inc./Vasari in their acquisition of 55 Dairy Queen stores out of bankruptcy
  - Humana Inc. in its acquisition of Anvita Health
  - Humana Inc. in its acquisition of Arcadian Management Services, Inc.
  - Parago Inc. in its acquisition of Intuitive Group (UK)
  - Alcon Holdings, Inc. in its acquisition of LenSx Lasers, Inc. in a transaction valued at up to \$744 million
  - Alcon, Inc. with respect to its acquisition of Optonol, Ltd.
  - Alcon Laboratories, Inc. with respect to negotiation of exclusive license to the technology of, and option to purchase all of the shares of, Potentia Pharmaceuticals, Inc.
  - Carlson, Inc. in connection with a \$55 million+ divestiture of its global "Regent" brand of luxury hotels
  - A precious metals refiner in connection with its acquisition by a NYSE-traded company
  - A Texas-based food wholesaler in numerous rounds of financing, recapitalizations and debt-for-equity swaps
  - The special committee of the board of directors of Harrah's (now Caesar's) in connection with its \$29 billion, going-private acquisition by a consortium of private equity groups
  - A private equity fund focused on green technology in its investments in a number of different businesses and technologies
  - A private equity group in its investment in a concessions-related joint venture between an NFL team and an MLB team
  - A large generic cotton product manufacturer in its acquisition by a publicly traded company
  - Meggitt U.K. in its \$2.2 billion going-private acquisition of K&F Aircraft Braking Systems

- MGA Toys in its acquisition of Little Tykes, including the simultaneous acquisition of a mixture of stock, assets, intellectual property and real estate in 17 different countries
- Meggitt U.K. in its acquisition of a manufacturer of aircraft HVAC and de-icing systems
- A designer and manufacturer of mobile bio-decontamination systems in sale of a controlling interest to private equity group
- America Online (AOL) in a joint venture with XM Satellite Radio and Anschutz Entertainment Group
- Representation of AOL in multiple acquisitions
- Representation of the RD&E division of Philip Morris USA in negotiation of numerous sponsored research agreements, development agreements, supply agreements and licenses and acquisitions of intellectual property
- A music company in its \$150 million+ acquisition of the publisher's rights to 21,000 songs
- A silicon valley bus chip designer and manufacturer in a \$1.8 billion acquisition by Broadcom
- A number of different systems providers and integrators in negotiation of technology outsourcing agreements
- Customers (including a major brewery, a pharmaceutical company, an international grocer, and public state university system) in negotiation of technology outsourcing agreements with systems integrators and providers
- Counsel to a Princess Cruises in various internal reorganizations
- Significant involvement in the acquisition by America West of U.S. Airways out of bankruptcy protection
- A Hollywood director and actor in a Section 1031 exchange of a Gulfstream III for a Gulfstream V
- Early-stage wind farms in their negotiation of capital investments, turbine supply agreement, and power sale agreements

\*Certain of these matters occurred prior to joining Foley.

## Awards and Recognition

- Recognized, *Southern California Super Lawyers Rising Stars* (2004-2006)
- Recognized, *The Best Lawyers in America*® (2024)

## Practice Areas

- [Corporate](#)
- [Transactions](#)

## Education

- Columbia Law School (J.D., 1999)
- Yeshiva Sha'ar Hatorah (B.A. 1996)
  - Talmudic Law

## Admissions

- Texas

- California