

Dean S. Nordlinger | Partner  
Corporate

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Dean Nordlinger has more than 20 years of experience representing privately held companies, closely held businesses, private equity firms, and entrepreneurs across various industries, including government contracting, media and communications, information technology, and manufacturing. He regularly represents clients on business and corporate matters in all phases of their business lifecycle—from start-up to sale of the company.

Dean has extensive experience representing clients as buyers and sellers on mergers, stock and asset acquisitions and sales, management buyouts, spin-offs, joint ventures and other strategic transactions, and debt and equity financing transactions. He also advises clients on a variety of other business and corporate matters, including entity formation, ownership structure, operating agreements, shareholders agreements, employee incentive compensation plans, non-compete agreements, loan transactions, and succession planning.

## Select Engagements

- **Kimetrica, LLC**, an international consulting firm that provides research and evaluation, surveys, information management, and modeling and simulation expertise to clients around the globe, in the sale of its business to The American Institutes for Research (AIR), one of the world's leading behavioral research organizations which works with government agencies, philanthropies and other organizations to conduct research and evaluation and provide technical assistance in the areas of education, health and workforce development, in the U.S. and abroad.
- **IMPAQ LLC** ("IMPAQ"), a global policy research, analytics and implementation firm with a strong presence in the health and workforce

sectors, and the owners of IMPAQ in the sale of the company to The American Institutes for Research in the Behavioral Sciences (AIR), one of the world's leading behavioral and social science research organizations. IMPAQ, founded as a private company in 2001, conducts rigorous research and implementation in the areas of health and workforce development, as well as the education, international and human services sectors. IMPAQ also has expertise in advanced analytics and the use of technology, including artificial intelligence and machine learning, along with training and learning solutions.

- **The Kentah Group**, a leading provider of IT infrastructure support services with deep domain knowledge of engineering and scientific environments, enabling them to deliver IT services to large, complex government and commercial entities, in its sale of the business to Belcan, LLC, a global supplier of engineering, technical recruiting, and information technology (IT) services supporting the aerospace, industrial and government services markets, and portfolio company of AE Industrial Partners, LLC, a private investor in aerospace, power generation, and specialty industrial companies.
- **Synaptic Solutions**, an advanced technology services provider to the Intelligence Community (IC), in its sale of the business to Preferred Systems Solutions, a provider of systems and software engineering, data analytics and high performance computing, cyber security and cloud mission support, and acquisition and program management services to government and industry clients that include the Intelligence Community, U.S. Army, U.S. Navy, Defense Logistics Agency, U.S. Transportation Command, and the Department of Homeland Security among other customers.
- Represented a government contractor-buyer in a series of equity acquisitions of companies to expand the buyer's capabilities and service offerings in the federal market place.
- Represented a government contractor-buyer in connection with a strategic "tuck in" acquisition, including an earn-out and non-competition/non-solicitation agreements.
- Represented a government contractor-buyer in its strategic investment in a service-disabled, veteran-owned business.
- Represented a government contractor (and 50 percent of owner)-buyer in connection with the buy-out of the other 50 percent owner.
- Represented a government contractor in connection with a management buy-in transaction, including a corporate restructure and debt financing.
- Represented a team of senior executives in their management buy-out of a consulting services firm.
- Represented a team of senior executives in their management buy-out of a construction company.
- Represented the founders of an emerging growth company in connection with a capital raise transaction and start-up of a food and beverage company.
- Represented a building automation systems company and its owners in a sale of company transaction to an industry competitor-buyer, involving a corporate restructuring and rollover equity for the owners in the buyer and non-competition/non-solicitation agreements.

- Represented a diversified engineering services company-seller in its divestiture of a subsidiary specializing in automated engineering services to an industry consolidator.
- Represented a wealth management firm and its owners in the sale of a company transaction to an industry competitor-buyer, involving a corporate restructuring and rollover equity for the owners in the buyer.
- Represented a government contractor (and its owners)-seller in a roll-up transaction to a private equity platform company.
- Represented a government contractor-seller in a sale of company transaction to a private equity platform company, including an earn-out and non-competition/non-solicitation agreements and post-sale employment agreement for the owner of the seller.
- Represented a government contractor-seller in the divestiture of its military information technology healthcare business to a private equity platform company, including transition services and intellectual property licensing agreements as well as an earn-out and non-competition/non-solicitation agreements.

## **Admissions**

- District of Columbia
- Virginia

## **Memberships**

- American Bar Association
- District of Columbia Bar Association
- Virginia Bar Association

## **Education**

- Georgetown University Law Center, JD
- University of Michigan, BA, cum laude
- University of San Diego, MBA

## **Recognitions**

- 2017–2019, Business/Corporate, Washington, D.C., listed in *Super Lawyers*

## **Professional Activities**

Dean serves as a member of both the D.C. Chapter of the Association for Corporate Growth and the Mergers & Acquisitions Committee of the American Bar Association.