

**Emanuel J. Adler | Senior Counsel**  
Corporate

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Emanuel Adler concentrates his practice in the areas of transactional and general corporate law for both privately and publicly held companies, focusing primarily on:

- Private and public capital-raising transactions
- Mergers and acquisitions
- Corporate governance
- Broker-dealer regulation
- Special purpose acquisition companies (“SPACs”) in IPO and acquisition stages
- State and federal sports betting and iGaming laws

## Select Engagements

- Represented the Special Committee of the Board of LSB Industries, Inc. (the “Company”), in negotiating and closing an exchange agreement with a related party. Pursuant to the exchange agreement, the Company’s outstanding preferred securities were exchanged for a controlling interest in the Company’s Common Stock.
- A family-owned group of companies that comprise the third-largest lemon producer in Argentina and one of the leading producers of proprietary citrus-based flavorings in the world in the original acquisition of these companies; in the negotiation and implementation of a long-term contract for the sale of lemon oil, juice, and peel to one of the world’s largest beverage companies; an agreement for the supply of proprietary flavorings underlying one of the world’s best-known soft drinks and numerous other contracts; and in performing other outside general counsel functions.
- DRA Advisors LLC in its definitive agreement to acquire Inland Real Estate

Corporation, a publicly traded real estate investment trust, in a transaction valued at approximately \$2.3 billion, including the assumption of existing debt.

- Responsible for the corporate aspects of a complex real estate transaction in which the firm's client acquired its joint venture partner's interest in a portfolio comprised of 26 shopping malls. The transaction, valued at \$1.5 billion, also involved the repayment of a senior loan facility, a mezzanine loan, and the retirement of preferred stock.
- A fund consisting of clients of DRA Advisors LLC in a definitive merger agreement valued at \$3.4 billion to acquire Capital Automotive REIT (Nasdaq: CARS), the nation's leading specialty finance company for automotive retail real estate.
- PL Retail LLC, a joint venture consisting of clients advised by DRA Advisors LLC and Kimco Realty Corporation, in connection with the merger with Price Legacy Corporation, a publicly traded real estate investment trust. The transaction involved more than 35 shopping centers in several states having a value in excess of \$1 billion and was accomplished with financing of more than \$500 million.
- A fund consisting of clients of DRA Advisors LLC in the acquisition and privatization of CRT Properties, Inc., a publicly traded office REIT. The transaction was valued at \$1.7 billion.
- A major 501c3 corporation in the acquisition of significant condominium office space and in an associated tax-exempt acquisition and working capital financing.
- Numerous privately held companies in restructuring transactions.
- A family-owned company that is one of the largest distributors of refrigerants in the sale of substantially all the company's assets to a public company.
- A public bank holding company and subsidiary bank in general representation including in connection with its acquisition of another public bank holding company and subsidiary bank.

## **Admissions**

- New York

## **Memberships**

- American Bar Association

## **Education**

- Yeshiva University, BA, summa cum laude
- Harvard Law School, JD, cum laude

## **Professional Activities**

Emanuel serves as Vice Chairman of the Board of Governors of the Union of

Orthodox Jewish Congregations of America, Vice Chairman of the Board of Overseers of Yeshiva College of Yeshiva University, and Honorary President of the Yeshiva College Alumni Association.

## Languages

- Hebrew