



Joseph M. Doloboff

Partner

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✉ JDoloboff@GlaserWeil.com

Joseph M. Doloboff concentrates his practice in mergers and acquisitions, with a particular emphasis on tax law, and brings over 35 years of experience in both the public and private sectors, including working with clients in the high-technology, healthcare, communications, real estate, retail, and entertainment industries.

Mr. Doloboff assists his clients with all forms of business transactions, including general business tax advice on mergers, acquisitions, and dispositions for corporations and partnerships, including real estate corporations and partnerships; federal, state, and international tax planning and controversies; drafting of stock and asset purchase agreements, as well as partnership and LLC agreements, and executive compensation issues. He has significant experience in cross-border planning for maximum tax efficiencies, as well as extensive experience in all facets of transactional planning. Mr. Doloboff also is well-versed in the special challenges facing corporations with significant net operating losses.

He is also equipped to provide clients with current advice on the recent Opportunity Zone tax benefits.

Mr. Doloboff is the former Deputy Tax Legislative Counsel for the U.S. Department of Treasury, and a frequent author and lecturer on corporate and tax issues. He has spoken, inter alia, before the Mergers and Acquisitions magazine annual conference; ALI-ABA conferences on business combinations, the NYU Tax Institute, the PLI Corporate Tax Program, the Tax Executives Institute, and the Blue Cross/Blue Shield Tax Association.

He is a member of the Board of Advisors for the BNA Series on Corporations, and a former adjunct professor at Loyola Law School. He has been named one of the finest cross-border tax lawyers by *International Tax Review magazine*, and is the author of three BNA Tax Management portfolios covering various Federal corporate tax issues.

PRACTICE AREAS

Tax

Federal, State & Local Tax
Strategies & Planning

Corporate

Mergers & Acquisitions

EDUCATION

University of North Carolina at
Chapel Hill, BA, Phi Beta Kappa

Harvard Law School, JD, *cum laude*

STATE BAR ADMISSIONS

California

District of Columbia

FEDERAL AND PATENT BAR ADMISSIONS

U.S. Tax Court

REPRESENTATIVE MATTERS

Executed a large sale of a privately-held grocery chain to a public company, together with a monetization of the public company stock received.

Advised a Fortune 50 high technology company in a multibillion dollar spin-off of a controlled public subsidiary.

Advised a publicly-traded communications company in its multibillion dollar acquisition of another publicly-traded company.

Executed an acquisition of a large, profitable company by a much smaller corporation with significant net operating losses, while preserving the losses for future use.

Planned and executed the tax-free merger of a large domestic public company with a large foreign public company.

Restructured the domestic and foreign operations of a large privately-held real estate partnership, including the grant of incentive compensation to management.

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Advised various private equity funds, including one concentrated on retail business and real estate, in connection with formation, acquisitions, dispositions, minority preferred investments and management compensation.

Represented issuers and underwriters in connection with numerous public offerings.

Advised a publicly-traded high technology company in connection with a number of large acquisitions.

Structured the conversion of a non-stock, not-for-profit health insurance entity into a publicly-traded company.

Obtained favorable advance rulings from the IRS on behalf of both public and private companies for tax-sensitive transactions, including a ruling that brought a substantial tax refund to a public company.

Drafting of numerous transactional documents, including many tax sharing agreements, stock and asset purchase agreements, etc.

Planning for the entry of foreign companies into the U.S. market, and planning for the entry of U.S. companies into a wide variety of foreign markets.

ASSOCIATIONS

Beverly Hills Bar Association

California State Bar Association

District of Columbia Bar Association

HONORS & AWARDS

Super Lawyers, "Los Angeles Super Lawyer," various years, including 2019-2020

Capital Pro Bono Honor Roll, 2018