Howard S. Goldberg

Partner

Philadelphia

howard.goldberg@troutman.com

D 215.981.4955

Howard's strategic tax planning creates value for clients in their most complex, transformative transactions. From structuring to closing the deal, his comprehensive guidance empowers clients to make informed business decisions.

OVERVIEW

Howard works with businesses and their principal stakeholders, both domestic and foreign, to optimize their tax results in connection with life-cycle transactions. He is experienced across a broad range of industries, with particular depth and focus in assisting private equity funds and their portfolio companies achieve their tax objectives.

As a high-level strategist with decades of experience and a background in investment banking, clients turn to Howard for practical solutions to their planning challenges. His practice includes domestic and international mergers, acquisitions, private equity transactions, dispositions, capital markets transactions, and restructurings ? both in and out of bankruptcy. Howard's hands-on approach and ability to translate the most sophisticated tax concepts facilitates the achievement of his clients' businesses goals.

Howard co-authored *Bloomberg BNA Tax Management Portfolio*, No. 764 T.M., Dividends — Cash and Property and previously taught tax law as an adjunct professor. He served several terms as an elected official on his local school board and began his career as an investment banker in the mergers and acquisitions group of Salomon Brothers.

REPRESENTATIVE MATTERS

- Advised private equity firm in acquisition of facilities services company involving multitier structure, blocker acquisition, and rollover components.
- Represented private equity firm's sale of biologics portfolio company to foreign purchaser; transaction involved pre-acquisition divestiture and voluntary disclosure state tax matters.
- Advised partnership investor in Up-C de-SPAC transaction regarding tax-efficient formation, distribution, investment security, and tax receivables matters.
- Represented public company division's acquisition of brokerage firm employing tax insurance policy to preserve attribute value.
- Advised U.S. multinational on sale of foreign group, including resolution of pre-closing intercompany

transactions.

- Structured private equity firm acquisition of franchise sales organization involving pre-closing restructuring and partnership formation to provide basis step-up.
- Represented holding company in tax-free reorganization acquisition of target bank.
- Advised private equity firm on acquisition of veterinary practice involving corporate practice of medicine structuring.
- Represented buyer in acquisition of e-commerce retailer involving debt restructuring and use of net operating losses.

AWARDS

- *Chambers USA*: Tax: Pennsylvania (2017-2025)
- *Best Lawyers in America*®: Tax Law (2026)
- *Legal 500 United States:* Tax: International Tax (2024)

TOP AREAS OF FOCUS

- Distressed Mergers + Acquisitions
- Mergers + Acquisitions
- Private Equity
- Tax
- Transactions + Planning

ALL AREAS OF FOCUS

- Distressed Mergers + Acquisitions
- Investment Funds + Investment Management Services
- Mergers + Acquisitions
- Private Equity
- Tax
- Transactions + Planning

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Member, Tax Section, Philadelphia Bar Association (Chair, 2014)
- Former adjunct professor, Graduate Tax Program, Villanova University School of Law

EDUCATION AND CERTIFICATIONS

EDUCATION

- New York University School of Law, LL.M., 1995, editor, *Tax Law Review*, taxation
- New York University School of Law, J.D., 1994
- Haverford College, B.A., 1988, member, Phi Beta Kappa, economics

BAR ADMISSIONS

- New York
- New Jersey
- Pennsylvania

SPEAKING ENGAGEMENTS

- Speaker, “A Practical Look at Section 382,” TEI Nebraska and Troutman Pepper, February 22, 2023.
- Speaker, “Wrapping Up 2021 and Looking Ahead to 2022,” Annual Year-End Tax Forum, December 1, 2021.
- Speaker, “2020 Tax Year End Planning Webinar,” Annual Year-End Tax Forum, December 2, 2020.
- Speaker, “Goodwill in Corporate Asset Sales: Tax Planning, Personal v. Corporate Goodwill, Allocation and Valuation Rules,” Strafford Publications, Inc., January 23, 2020.
- Speaker, “Pepper Hamilton and Marcum’s 2019 Year-End Tax Forum,” November 12, 2019.
- Speaker, “Taxes Over Coffee – How Will the New Tax Reform Bill Affect You?,” Troutman Pepper webinar, December 21, 2017.
- Speaker, “Life Cycle of a Deal: From Napkin to Financial Statements,” TEI Baltimore-Washington and Pepper Hamilton, November 19, 2015.

PUBLICATIONS

- Author and presenter, “Could Net Operating Losses Be Your Next Franchise Player?,” *Winning the Game of Distressed M&A: The Playbook*, January 17, 2023.
- Co-author, “Checklist of Considerations: Transactions During the Pandemic and After,” *Troutman Pepper*, March 16, 2021.
- Co-author, “FAQs on CARES Act’s Expansion of Ability to Use NOLs, Interest, Depreciation and Other Business Deductions,” *Troutman Pepper*, March 31, 2020.
- Co-author, “Tax Strategies While Valuations Are Reduced,” *Troutman Pepper*, March 25, 2020.
- Co-author, “Personal Goodwill: Opportunities for Buyers and Sellers,” *Troutman Pepper*, November 1, 2018.
- Co-author, *Bloomberg Tax Portfolio, Dividends — Cash and Property, No. 764*, Bloomberg BNA, 2017.
- Co-author, “Reforms to the Foreign Investment in Real Property Tax Act and REIT Taxation,” Troutman Pepper, June 7, 2016.
- Co-author, “Who Bears Withholding Tax When a Settlement of Litigation Agreement Is Silent?,” *Law360*, September 3, 2015.