



## Laurence A. Goldberg

Partner

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### PRACTICE AREAS

- Tax

### OVERVIEW

Larry Goldberg is a partner in the Tax, Employee Benefits, and Trusts and Estates Practice Group in Sheppard Mullin's San Francisco office.

### Areas of Practice

Mr. Goldberg focuses his practice on the design, implementation and operation of Employee Stock Ownership Plans ("ESOPs"), and he is nationally recognized for his extensive experience in structuring a wide variety of ESOP transactions. These ESOP transactions are often designed as part of a family ownership transition, management buyout, or investment diversification/liquidity strategy for shareholder groups. Mr. Goldberg has advised numerous corporations, shareholders and directors, of both closely-held and publicly-traded companies, on the use of ESOPs and ESOP-related strategies. He regularly serves as legal counsel to ESOP trustees, and advises investors and lenders with respect to ESOP transactions.

Mr. Goldberg also advises clients on various types of pension and profit sharing plans, and management incentive plans implemented in connection with an ESOP transaction.

### EDUCATION

- LL.M., Georgetown University Law Center, 1984 (Taxation)
- J.D., University of Houston Law Center, 1983
- B.B.A., University of Texas, 1980

### ADMISSIONS

- California
- Texas

### HONORS

- Top Benefits & Compensation Lawyers in the Bay Area, *Bay Area Lawyer Magazine*

### MEMBERSHIPS

- Member, American Bar Association
- Member, National Center for Employee Ownership

- Member, State Bar of California
- Member, San Francisco Bar Association
- Member, Steering Committee, ESOP Association, California/Western States Chapter
- Chair, Legislative and Regulatory Advisory Committee, ESOP Association
- Past Chair, Administrative Advisory Committee, ESOP Association
- Member, Board of Directors, Western Pension and Benefits Conference, 1993, 1994, 1995, 1996

**ARTICLES**

- Have A Company To Sell In The Down Economy? Think ESOP, February 18, 2009

For more than 20 years, Mr. Goldberg has written on ESOPs.

- "Employee Stock Ownership Plans: ESOP Planning, Financing, Implementation, Law & Taxation," *The Beyster Institute*, 2007
- "Leveraged ESOPs and Employee Buyouts," *The National Center for Employee Ownership*, 2005

**ESOP Law Blog Articles**

- "Pitfalls In Selling Stock to Fund ESOP Repurchase Obligations - Part II", April 7, 2008
- "Pitfalls In Selling Stock to Fund ESOP Repurchase Obligations - Part I", March 27, 2008
- "ESOPs Impacted by Landmark U.S. Supreme Court Case", February 26, 2008
- "Treasury Proposes New ESOP Regulations and Invites Public Comment", February 15, 2008
- "House Ways and Means Proposes New Restrictions on S Corporation ESOPs", November 29, 2007
- "Timing Problems and Solutions for ESOP Diversification Elections", February 20, 2007
- "Thoughts on the Final 409(p) Regulations", February 5, 2007
- "Sheppard Mullin Announces New ESOP Blog", October 19, 2006
- "Pension Protection Act of 2006 ("PPA")", October 17, 2006

**SPEECHES**

- For more than 20 years, Mr. Goldberg has lectured on ESOPs. He is a regular speaker on ESOP topics for The ESOP Association, the National Center for Employee Ownership and many business and accounting organizations and has taught a course in employee benefits for the University of California, Berkeley, Extension Program.