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Howard Unterberger specializes in representing corporations, partnerships and individuals in commercial transactions, corporate securities, and mergers and acquisitions across a wide range of industries, which include, agriculture, financial services, health care, retail, and technology.

Mr. Unterberger regularly assists senior management in dealing with legal issues particular to their operating businesses. In addition, Mr. Unterberger dedicates a significant portion of his practice to emerging private and publicly traded growth companies. He helps them establish their legal infrastructure and also advises them on capital raising activities

In the areas of corporate and finance law, Mr. Unterberger's practice includes public and private offerings of stock and debt instruments. He negotiates and documents loans from banks and private equity funds. He advises clients on compliance and reporting matters under federal and state securities laws, including the preparation and filing of offering documents, proxy statements, periodic reports and other public filings. He counsels corporate directors and officers on conflict of interest policies, interlocking directorates, and other issues of corporate governance.

In the health care field, Mr. Unterberger orchestrates financings for a variety of health care organizations and addresses issues involved in mergers and acquisitions of health plans, hospitals, physician groups and ancillary providers.

In matters of real estate, Mr. Unterberger participates in the negotiation and documentation real property transactions, and has specialized expertise in handling retail leases and commercial loans secured by real property.

Representative Matters

Represented a California-based publicly held health care management services organization in 15 physician organization merger and acquisition transactions valued in excess of \$100 million, obtaining public and private capital financing and the provision of ongoing advice in health care regulatory and corporate matters

Represented a national radio syndicator in connection with the \$70 million sale of the business to a publicly traded communications conglomerate

Represented a California-based publicly held health care management services organization in connection with a \$155 million credit facility used for acquisition financing and working capital

Represented a national retailer in a \$25 million sale of convertible preferred stock in a



venture capital financing to Rosewood Capital

Represented a publicly traded consumer products company manufacturing shelf-liner products including the purchase from a publicly held company of the shelf-liner trademark and product lines and certain other assets for \$72 million

Advised a national retailer in several merger and acquisition transactions

Represented a manufacturer of consumer products, the issuer of a private placement of \$112.75 million of secured notes through Lazard Freres & Co., LLC, followed by an SEC registered offering of a new series of notes in exchange for the outstanding privately placed notes

Counseled a national retailer in connection with the preparation and filing of an initial public offering for \$69 million

Advised a retail house wares chain in connection with a \$40 million secured credit facility

Represented a large, publicly traded land and water development company in connection with the issuance of \$36.5 million of convertible debt and the registration for resale with the SEC of the securities issuable upon conversion of such debt

Represented a publicly held health care management services organization in completing the purchase of a chain of four local hospitals for approximately \$100 million

Represented several publicly held entities with respect to compliance with applicable rules and regulations of the SEC and national securities exchanges, including assistance in preparation of required filings under the Securities Act of 1933 and the Securities Exchange Act of 1934

Represented a privately held medical laboratory in connection with a sale of the laboratory for approximately \$15 million

Represented a natural resources corporation in its \$180 million stock acquisition of a large agricultural concern

Represented a newly formed limited liability company in its purchase of a laser vision practice for approximately \$30 million

Represented a large publicly traded natural resources corporation in registrations for resale on Form S-3 of common stock and convertible instruments issued in multiple equity offerings

Represented a manufacturer, distributor and retailer of heavyweight cruiser motorcycles in the registration for resale on Form S-3 of common stock underlying preferred stock and warrants in an offering valued at approximately \$12 million

Represented a large publicly traded natural resources corporation in connection with refinancing of a \$30 million revolving credit facility

Represented the issuer of a private placement of \$115 million of secured notes through Smith Barney, followed by SEC registration of a new series of notes exchangeable for the outstanding privately placed notes

Represented large California agricultural grower in connection with a \$40 million Debtor in Possession loan facility. This DIP facility was used as a seasonal financing package to



provide working capital for the grower during its then current growing season
Represented a California land development company in a comprehensive refinancing and restructuring. Components of the restructuring included extension of the maturity date of the company's loan facility, equity placements, conversion of outstanding preferred stock, and divestiture of an operating subsidiary

Mr. Unterberger is not an employee of Theodora Oringher. As Of Counsel to the Firm, he is an independent attorney with a separate law practice that handles matters and clients having no affiliation with the firm, who also works on certain specific matters for the firm on a contract and case by case basis. His work is not affiliated with TO unless the client has a current written engagement letter with our firm.

News

Theodora Oringher Attorneys Honored as 2012 Southern California Super Lawyers

Theodora Oringher Attorneys Honored as 2011 Southern California Super Lawyers

Theodora Oringher Attorneys Honored as 2010 Southern California Super Lawyers

Howard Unterberger: Adjunct Professor, Loyola Law School

Practice Areas

Corporate and Transactional
Corporate Governance
Securities

Admissions

Bar Admissions

California

Education

Harvard Law School (J.D., 1980)
cum laude

University of Pennsylvania (B.A., 1977)
magna cum laude

Faculty



**THEODORA
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COUNSELORS AT LAW

HOWARD J. UNTERBERGER, Of Counsel

Loyola Law School (Adjunct Professor)

Memberships & Associations

Los Angeles County Bar Association (Business & Corporation Section)
Los Angeles Hillel Council
Defending Dissent Foundation

Professional Recognition

Southern California Super Lawyer (2005 - 2012)