The Law Firm Merger Diaries: Making The Case To Combine

By **Kevin McLaughlin** (November 24, 2025)

What goes on behind the scenes before and after a law firm merger announcement? As the pace of mergers picks up, this Law360 Expert Analysis series explores strategies for effectively navigating various aspects of the process, with insights from practitioners at firms that have recently merged.

In this installment, two years after Mid-Law firms Ulmer & Berne LLP and Greensfelder Hemker & Gale PC agreed to merge, UB Greensfelder LLP co-managing partner Kevin McLaughlin discusses a decision-making framework for assessing a strategic combination.


Kevin McLaughlin

The decision to merge two successful law firms is never simple. As the old saying goes, "if it ain't broke, don't fix it." The real question is whether the benefits will outweigh not just the risks, but the enormous time and resource commitment needed to pull off a successful merger.

In 2017, when my former firm, Greensfelder Hemker & Gale, began exploring a potential combination with Ulmer & Berne, we felt we weren't running from problems; we were running toward possibilities.

This distinction matters. When two firms come to the table from positions of strength, with no necessity or desperation driving the conversation, the question isn't whether each firm can survive independently. The question is whether they can build something together that neither could achieve alone.

Recognizing the Market Inflection Point

For law firms, recognizing when you've reached an inflection point requires stepping back from day-to-day operations to assess whether the market forces around you represent temporary headwinds or fundamental shifts that will permanently alter the competitive landscape. The firms that thrive are those that can spot these moments early and act decisively, rather than waiting until external pressures force their hand. By this point, it's often too late.

What sparked our discussions was a clear-eyed assessment of the market pressures facing midsize law firms. Clients were consolidating and growing larger, demanding more depth and bench strength from their legal teams. The competition for talent was intensifying. Competitors were bulking up through their own mergers. And certain practice areas were facing increasing commoditization pressures.

Perhaps most telling, we were both firms of about 150 lawyers, firms punching above our weight, but hitting a ceiling when competing for complex big company work. Clients were merging and getting bigger, and risk-averse in-house counsel were increasingly hesitant to hire firms outside the Am Law 200, even when we were qualified for the job.

This wasn't a crisis, but it was definitely an inflection point. To thrive in the coming decade, we hoped to respond to the shift early and act strategically, not wait until market forces backed us into a corner.

The Chemistry of Cultural Compatibility

Cultural compatibility isn't about having identical practices or perfect overlap. It's about shared values, similar approaches to client service and genuine respect for what each other brings to the table. As I often say, we came together because we thought we'd be better together, not because either firm was struggling or desperate.

But assessing cultural fit requires much more than just good vibes in initial meetings. It demands a hard look at how each firm makes decisions, compensates partners, evaluates performance and defines success. We spent considerable time understanding not just what each firm said about its culture, but how that culture translated into daily operations and strategic choices.

Our initial meeting in 2017 left both leadership teams feeling like we had just met with ourselves. Two firms facing the same challenges with the same philosophies and cultures, and complementary strengths. This immediate sense of alignment proved crucial throughout the process and kept us interested in each other, even when COVID-19 forced us to hit pause on our talks for a while.

Building the Strategic Case

Firms should look for concrete validation of the benefits they hope to achieve. Don't just assert that 1 + 1 = 3. Map out specific practice areas where the combination would create real competitive advantages.

The strategic case for our combination came down to five key benefits: creating super-regional, market-leading practices; deepening our expertise in key industries; expanding opportunities to strengthen client relationships; opening new pathways for business development; and boosting our ability to attract and retain top talent.

We identified exactly how greater practice and industry depth would make the combined firm more competitive for larger engagements, with a clear value proposition for clients.

The combined UB Greensfelder would have approximately 275 attorneys across nine offices, with 10 Chambers-ranked practices and 24 Chambers-ranked attorneys. But numbers alone don't make a strategic case. We needed to show how this scale would translate into better outcomes for clients, more sophisticated capabilities, and enhanced career opportunities for our lawyers.

The Honest Conversation About Complexity

Mergers are incredibly complex undertakings. They require integrating compensation systems, migrating data and technology platforms, harmonizing administrative processes, conducting comprehensive conflicts reviews, and managing countless other operational challenges, all while maintaining client service and keeping lawyers focused on their work. Leaders considering a merger need to be brutally honest about this complexity, with each other, with their partnerships and with themselves.

The decision to merge isn't just about whether the strategic vision sounds compelling. It's about whether both firms have the leadership capacity, operational know-how, and partnership commitment to actually pull it off.

At one point during negotiations, one of our leaders called a timeout because he was feeling overwhelmed by how much work was involved in executing the combination. The response from the other firm's leadership was telling. He'd never begged anybody to come to the dance and wasn't about to start now.

This exchange, while potentially deal-threatening, actually confirmed something important: Both firms were indeed operating from positions of strength. Neither needed the other so badly that they would compromise on fundamental issues or rush through critical details.

Making the Case to Your Partners

Partners in successful firms are naturally wary of change. They've built thriving practices under the current model. The burden of proof falls on leadership to demonstrate not just that a merger might work, but that the status quo carries its own risks.

Our message to partners emphasized that this was a strength-on-strength combination that would give us the scale and geographic reach to stay competitive, create the financial foundation to keep investing in talent and innovation, and position the firm for long-term success.

We gave our partners a clear-eyed look at market trends, competitive dynamics and client expectations. We showed them how the combination would create opportunities that simply didn't exist independently. And critically, we gave them confidence that we had really thought through the execution challenges and had a realistic plan for integration.

The Decision Framework

Based on our experience, firms considering strategic mergers should evaluate the following:

- Strategic alignment: Do both firms face similar market challenges and opportunities? Is there a compelling vision for what the combined firm can achieve?
- Cultural compatibility: Do the firms share core values and compatible approaches to practice, even if specific policies differ?
- Complementary strengths: Does the combination create genuine competitive advantages, or just a larger version of what already exists?
- Financial health: Are both firms operating from positions of strength, with the resources to invest in successful integration?
- Leadership commitment: Do both leadership teams have the capacity and determination to manage the complexity of integration while maintaining business performance?
- Partnership readiness: Will partners in both firms embrace the vision and commit to making the combination successful?

The decision to merge should come from a place of strength and opportunity, not weakness and desperation. When two successful firms combine strategically, they can create something that neither could build on their own, enhanced capabilities, broader platforms and stronger competitive positions.

But success requires more than strategic vision. It demands rigorous assessment of compatibility, honest evaluation of complexity, and unwavering commitment to execution. The decision to merge is just the beginning. Everything that follows depends on making that decision for the right reasons, with the right partner, at the right time.

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