

# Marie C. Kuban

Partner | Co-Group Leader, Business Law



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## Practices/Industries

- Mergers & Acquisitions
- Private Equity & Venture Capital
- Banking & Commercial Finance
- Health Care

## Education

Ohio Wesleyan University  
(B.A., *summa cum laude*,  
1997) Phi Beta Kappa

Western New England  
College School of Law  
(J.D., *summa cum laude*,  
2000) Managing Editor,  
*Western New England Law  
Review* (1999-2000)

## Overview

Marie serves as Co-Group Leader of Ulmer's Business Law Practice Group and is an experienced attorney who focuses her practice on mergers and acquisitions, banking and commercial finance, and long-term care. She represents clients of all sizes in a variety of industries, including public and private companies and private equity firms, in structuring and negotiating corporate acquisitions, divestitures, mergers, and joint ventures, as well as advising on general corporate matters. Marie also has extensive experience in representing lenders and borrowers on commercial financing transactions, including asset based, cash flow, agented and syndicated loan transactions, and acquisition financing. Additionally, Marie assists clients in the health care industry including owners and operators of skilled nursing and assisted living facilities across the United States in structuring, negotiating, and closing complex M&A and financing transactions. Recognized for her skill, Marie has been named to *The Best Lawyers in America*® for Corporate Law; Banking and Finance Law.

## Experience

- Representation of private equity funds in connection with formation and capitalization of platform holding companies and representation of portfolio companies including structuring and negotiating various strategic and leveraged acquisitions and divestitures, joint ventures, mergers and acquisitions, senior and subordinated debt financings, equity financings, minority investments, and other corporate matters.
- Outside general counsel for paging and messaging service provider formed through the divestiture of operating units of two U.S. public telecom companies.
- Representation of Fortune 500 companies in acquisitions in the software and polymer industries.
- Experienced in counseling companies at all stages of the business life cycle, including equity formation and wind-down, shareholder disputes, drafting shareholder agreements, limited liability company agreements, employment agreements, noncompetition agreements and independent contractor agreements, as well as negotiating and drafting general commercial contracts.
- Representation of mortgage loan originator and subsidiaries in senior secured credit facilities, warehouse facilities, securitizations, mortgage loan sale and servicing agreements, and equity and debt raises.
- Representation of skilled nursing and assisted living facility owners and operators in negotiating, documenting, and closing senior and subordinated equity and debt financing transactions for long-term care facilities, including acquisition financing and refinancing transactions.

## Publications

- "Managing Seller Risk in M&A Transactions," *Crain's Cleveland Business* (January 2017)

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## Publications (Cont)

- “Managing Fees in M&A Transactions,” *Crain's Cleveland Business* (January 2014)

## Presentations

- “Stages of the M&A Process: A High-Level Walk-Through,” Speaker, National Business Institute (June 2012)
- “Successfully Structure M&A Deals,” National Business Institute (June 2012)
- Guest instructor at seminars for start-up businesses:
  - \* Bad Girl Ventures Cleveland (Cleveland, OH, 2012)
  - \* University of Hartford, The Entrepreneurial Center (Hartford, CT, 2007)
  - \* Loaves & Fishes Ministries, Business Initiatives (Hartford, CT, 2004)

## Involvement

### Professional Affiliations

- American Bar Association (*Member*)
- Ohio Bar Association (*Member*)
- Cleveland Metropolitan Bar Association (*Member; Member of the Executive Committee of the Business and Corporate Law Section, 2011-2012*)
- Connecticut Bar Association (*Member*)

### Community Involvement

- Dress for Success Cleveland (*Board Member, 2016-2019; Chair of Governance Committee, 2018-2019*)

### Firm Involvement

- Co-Group Leader, Business Law Practice Group
- General Counsel Committee (*Member*)
- Legal Opinions Committee (*Member, Audit Letter Subcommittee, Chair*)
- Retirement Committee (*Member*)

## Honors & Distinctions

- Named to *The Best Lawyers in America*, Corporate Law; Banking and Finance Law (2019-2022)
- Named to the Ohio Super Lawyers list (2021)
- Named to the Ohio Super Lawyers Rising Stars list (2013-2015)
- YWCA Woman of Professional Excellence Award (2014)
- Judicial Law Clerk, Connecticut Supreme Court, Justice David M. Borden (2000-2001)

## Admissions

- State of Ohio
- State of Connecticut