



# Mark B. Koogler

Mark is a partner in the firm's Corporate Department. His diverse practice includes representing businesses and individuals in a range of corporate and general business law issues in industries such as insurance, healthcare, investment advisory, manufacturing and hospitality.

Mark's transactional experience encompasses more than 37 years and over 130 transactions, with an aggregate value in excess of \$9 billion.

He has advised on stock and asset acquisitions and divestitures, mergers, affiliations, corporate reorganizations and joint ventures. His objective is to protect the client's interests while driving the transaction to a favorable conclusion. Mark has extensive experience in all aspects of the transaction process: due diligence, drafting transaction and ancillary documents, preparing and filing HSR filings, approving necessary regulatory or third-party consents, and analyzing and minimizing clients' risks.

During his career, Mark has been involved with the purchase or sale of more than 30 insurance companies; formed various types of insurance companies, including life, property and casualty, home warranty, and health; drafted reinsurance, assumption, distribution, agency, broker and intercompany agreements; and provided counsel on insurance regulatory matters. He has worked on various alternative risk mechanisms, including the formation and licensing of purchasing groups and captive insurance companies. Mark was a key stakeholder in initiating and drafting legislation that led to the enactment of the Ohio Captive Insurance Law in 2014, and is one of the founders and a director of the Ohio Captive Insurance Association.

In addition, Mark advises individuals and businesses engaged as investment advisors or otherwise working in the securities area. He counsels clients regarding whether registration as an investment advisor at the federal or state level is required, and assists in the preparation and filing of Form ADV as well as drafting necessary compliance manuals and related documentation. Mark also drafts

## Partner

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## SOCIAL MEDIA

### Blogs

[bankingandfinancelawreport.com](http://bankingandfinancelawreport.com)  
[fedseclaw.com](http://fedseclaw.com)

## EDUCATION

University of Dayton School of Law,  
J.D., 1980

The Ohio State University, B.S., 1977

## SERVICES

### Mergers & Acquisitions

- Fairness opinions and special committees
- Transaction structuring
- Due diligence
- Antitrust and regulatory filings
- Insurance

### Business Growth & Operation

- Business transactions
- Organization, planning and financing
- Corporate governance
- Board and committee counsel
- Venture capital and private equity
- Business succession planning



private placement memoranda, and advises clients about the various regulatory matters to consider when raising capital.

Mark's experience in the healthcare sector includes analyzing the formation of a purchasing coalition joint venture and the formation of several insurance joint ventures. Mark successfully negotiated a joint venture that resulted in the formation of a rehabilitation hospital, establishing a precedent for that client to follow a prudent transactional approach, instead of leading with healthcare issues, which increased the sense of urgency and sharpened the focus of all parties involved.

Before joining Porter Wright, Mark was a vice president and associate general counsel of a Fortune 100 company. He draws on this experience to help inside counsel make sound business judgments and effectively manage pressures they face in performing their responsibilities.

#### **Bar Admissions**

Ohio

#### **Presentations**

- "Drafting and Reviewing Business Contracts," November 2017
- "Planning for the Sale of Business," August 2017
- "Exit, Sales and Succession Options for the Smart Business Owner," Ohio Business Brokers Association, Feb. 18, 2016
- "Update on Legislative/Regulatory Issues Affecting Business Brokers," Ohio Business Brokers Association, February 2015
- "Ohio Captive Insurance," Captive Insurance Committee of the American Bar Association, October 2014
- "Know Your Legal Rights," Columbus Young Professionals Club, July 2014
- "Setting Yourself up for Success in Buying and Selling your Business," The Columbus Business Growth Club, June 2014
- "Captive Insurance 101," Porter Wright, CBIZ and Rector & Associates, Inc., May 2014
- "Selling and Buying a Business: Preparing and Alternative Financing Options," Ohio Business Brokers Association and Porter Wright, February 2014
- "Strategic, Successful Mergers and Acquisitions," C-Suite Forum Porter Wright and Schneider Downs, August 2013, September 2013
- "Lessons Learned from Mergers and Acquisition Activity," Schneider Downs' Annual Not-For-Profit Symposium at the Mid-Ohio Food Bank, August 2013
- "The Fundamentals in Buying and Financing A Small Business," Huntington National Bank/Ohio Business Brokers Association, March 2013

#### **Honors | Awards**

- *Chambers USA*, Corporate/M&A, Ohio

#### **SERVICES (CONTINUED)**

##### **Entrepreneurship & Startups Securities**

- Investment advisors

##### **Health Care**

- Mergers and acquisitions

#### **PROFESSIONAL ASSOCIATIONS**

- Captive Association *Leadership Council*, Member
- Ohio Captive Insurance Association, Founding Member and Trustee
- Columbus Bar Association, *Business Law Committee*
- Ohio State Bar Association, *Corporate Counsel Committee*
- Central Ohio Compliance Association
- Association of Corporate Growth, Columbus Chapter, Board Member



- Association of Corporate Counsel, ACC Value Champion Award, 2012