

MARK RYERSON

Calm and Cool Wins the Day When Practicing in Transactional Law

by Dan Rafter

Mark B. Ryerson jokes that for an attorney, he doesn't especially like conflict. He rarely raises his voice. Arguing has never been a favorite activity. And he rarely gets into heated debates with his neighbors, co-workers, friends or family members.

This resistance to conflict might seem like a hindrance to an attorney. But it has been a winning trait for Ryerson, a corporate transactional attorney with Chicago law firm Howard & Howard.

Ryerson's peers say his calm nature, his ability to find the best possible solutions for his clients and his uncanny ability to stay at least two steps ahead of everyone else when closing business transactions are what make him such an exceptional attorney.

Shouting? Losing his patience? Threatening others? That's just not Ryerson's style.

"My wife jokes that I have to be the worst lawyer she's ever met because I don't generally argue with people," Ryerson says. "I don't raise my voice. But I don't have to. In transactions, there is almost always a business solution. I prefer to find those solutions so my clients can continue on with their business."

This approach has paid off. During his legal career—he passed the Missouri bar in 2005, the Illinois bar in 2006 and the New York bar in 2008—Ryerson has built a deep roster of satisfied clients. These clients keep coming back to Ryerson because they know how passionate he is about their situations. The positive results he earns for them help, too.

Whether companies are facing consolidations, spin-offs or mergers, they know Ryerson will work diligently to find the most effective and least costly solution. Ryerson also helps companies with equity, debt and convertible debt securities offerings and with stock and asset transactions. And when private equity and strategic clients need general counsel or advice, Ryerson is also willing to lend his expertise.

When he signed up for undergraduate classes at Marquette University in 2002, though, Ryerson wasn't sure a career in law was in store for him. He was an economics and political science major who did quite well in that field, graduating *cum laude*.



It wasn't until he took an economics and law class that his interest in becoming an attorney was piqued. The textbook for that class was written by Judge Richard Posner, who famously served as a judge on the 7th U.S. Circuit Court of Appeals in Chicago and is now a senior lecturer at the University of Chicago Law School. Posner is recognized as one of the top legal scholars of his generation.

That class, along with the writings of Judge Posner, inspired Ryerson. They also changed his life.

"I wish I had a more dramatic story for you," Ryerson says. "But that class really did interest me. That class showed me that law could be something I truly enjoyed. For lack of a better-defined career path, I went to law school. Fortunately for me, I thoroughly enjoyed my time at law school."

While studying at St. Louis University School of Law, Ryerson found that his background in economics was helpful. The field of corporate transactional law offered him the opportunity to stay involved in the business world. It gave him the chance to

advise businesses while still practicing law.

"I knew I never wanted to be in a courtroom or to litigate," Ryerson says. "That just wasn't something that interested me, and it wasn't a good fit for my style or personality. The majority of my classes at law school, then, were business law classes. This allowed me to keep a foot in advising businesses but doing it from the legal side. My focus was always to fuse my business classes and my legal classes."

EXCELLENT PEOPLE SKILLS

Since leaving law school, Ryerson has had the opportunity to positively influence his business clients. This, Ryerson says, is the reward for all the long hours and study.

Just ask Leonard Szwajkowski, president and chief executive officer of Chicago's Royal Bank. He knows how talented Ryerson is. The bank executive started working with Ryerson four years ago and has never regretted naming him as the bank's corporate counsel.

"What sets Mark aside is his care for whatever deal he is working on," Szwajkowski says. "He has excellent, excellent people skills."

He is very considerate and passionate.”

This is evident in Ryerson’s willingness to work with his clients whenever they most need him. Szwajkowski says he’d never ask his corporate counsel or anyone else to work 24 hours a day. But there are times when last-minute meetings, often after traditional working hours, must be held.

Ryerson has never once balked at attending a meeting or a conference call in the evenings or on weekends, Szwajkowski says. He points to one call that the bank had to schedule for 5 a.m. Ryerson didn’t hesitate to join in the call to provide his legal expertise.

Not only that, but Ryerson’s advice was perfect, Szwajkowski says. It helped the bank form a successful plan of action and move on.

“Mark has these great communication skills,” Szwajkowski says. “He is always very engaged. There is never the sense that he is just going through the motions, that this is just a job for him. He is always personally invested in our issues.”

During his time as its corporate counsel, Ryerson has taken on several major tasks for Royal Bank. He has helped the bank complete two mergers. He has also helped the financial institution purchase a failed bank.

In each of these cases, Ryerson turned in top-notch work, Szwajkowski says, ensuring that these complicated transactions proceeded smoothly.

“Half the business of working with attorneys is compatibility,” Szwajkowski says. “We are not trying to hire the person who always gives us the ‘yes’ response. We want the person who will listen to us and give us the right response. Mark is decisive. He always knows the road forward from a legal perspective. Life is short. It’s important to work with people you like.”

Joe Hemker is another fan of Ryerson. Hemker, who retired from Howard & Howard in 2016, worked with Ryerson for more than seven years. During this time, he quickly discovered how talented this young attorney was.

WHEN IT’S TIME TO SELL

“He is very driven and very client-conscious,” Hemker says. “He is very concerned about making sure he is delivering service.

“I ran our financial institutions practice. As I was looking for somebody to take over for me when I retired, I was looking for those skills. Mark was the obvious choice. They say the key to success in any profession is to hire someone who is smarter and better than you. That is definitely Mark.”

Assisting clients with their major deals is one of the greatest rewards of being a business lawyer, Ryerson says. And one of the best jobs he can take on? Ryerson points to helping clients when they’re ready to sell their businesses

as one task that provides the most satisfaction.

Business owners are often under a significant amount of stress when they’re ready to sell their companies. Sometimes, they are selling not because they want to but because economic or health factors are forcing them to make the move. Even when owners are selling their businesses because they are ready to retire—and aren’t being forced to part with their company—plenty of stress is involved. The process of selling can be complicated and intimidating.

After all, when people sell their businesses, there is usually a bittersweet feeling, even if the sale was planned and expected. The businesses they owned have long been a key part of these clients’ lives. With that gone, there is a bit of emptiness left behind. Owners might worry, too, that employees who had long worked with them will now face an uncertain future.

Ryerson’s job is to help owners close these sales as successfully and efficiently as possible. By doing this, he makes sure no additional stress is added to the lives of his business owner clients as they go through the sometimes-complex process of selling a company.

“It’s likely that these clients haven’t gone through the process of selling a business before,” Ryerson says. “They are relieved when the process is done.

“Hopefully, selling results in a good upside for them. Deals like these are where we can see that we have really made a difference in a client’s life. It’s a good feeling for us to close a transaction. But we try to be cognizant that people are actually affected by what has happened.”

While Ryerson is quick to poke fun at his distaste for conflict, this character trait has served him and his clients well. Litigators might need a bit more heat and debate in their approach to law. But in business law, it’s more important to calmly search for solutions, Ryerson says, than it ever is to get into shouting matches.

Ryerson points to his ability to see both sides of a transaction—not only his client’s needs but also the hopes of the party on the other side of the deal—as a trait that has helped him build such a thriving business law practice.

“In transactional law, there is almost always a business solution that makes sense,” Ryerson says. “Being levelheaded helps you find these solutions. Being able to see both sides helps you negotiate the best solution to a transaction. These traits might be terrible for litigation, but they certainly help on the transactional side.”

LIKE AN ORCHESTRA CONDUCTOR

An attorney with Howard & Howard, Jude Sullivan has worked alongside Ryerson since 2012. He says Ryerson’s reputation for being organized, calm and effective is well earned.

“Mark is always organized enough to be one or two steps ahead of what is going

on,” Sullivan says. “He is just a tremendous law firm partner. He has this ability to keep everyone involved in the deal informed and ahead of whatever is coming up. He’s just a great guy and a great lawyer, too.”

Sullivan says Ryerson sticks to his list of priorities when handling a deal. This means he is rarely surprised. It also means his clients get the best possible service and the best possible results.

“He runs projects like they are real projects,” Sullivan says. “Everyone on the team knows what everyone else is doing. That is very important in this kind of law. He isn’t a cowboy out there. He is more like an orchestra conductor, making sure everyone has the time to do their parts so the final piece can sound as good as possible.”

Of course, it’s not just Ryerson’s demeanor that has helped him build his career. He’s extremely knowledgeable about his field. He logs long hours to find the best solutions for his clients. He is passionate about serving these clients. And he is never unprepared or outworked.

Then there’s listening. Ryerson says it is critical to listen closely to clients. It’s the only way to discover what these clients truly need from a transaction.

“It really does come down to listening to your clients,” he says. “Whether you agree with your clients or not, you have to listen to them. You need to find out what their objectives are and keep those in mind when you come up with a solution. Only by listening to your clients can you show them that you are trying to advance their interests. That goes a long way toward making your clients happy.”

Though Ryerson has found the career that is the perfect fit, practicing law still has its challenges. The top one, as with many lawyers, is time management.

Ryerson works with a lot of clients. He never knows when one of these clients will need advice or help with a merger, stock sale or other transaction. It’s essential, then, for attorneys to learn how to manage their workflow, and Ryerson has mastered this skill.

“There are disrupted vacations. That’s just the reality of being a service provider,” Ryerson says. “You have to be there when your clients need you.”

When Ryerson does carve out some free time, he prefers to spend it with his family. He and his wife have four children. He says, then, that his kids are his hobbies.

Ryerson and his wife travel as much as they can with their children, exposing them to different places and people.

“Between work, reading for fun and liking sports—which, I admit, are pretty boring hobbies—I try to spend as much time as possible with my four kids,” he says. ■