

WHITEPAPER

Law Firm Investment Opportunity POV

MARCH 2026



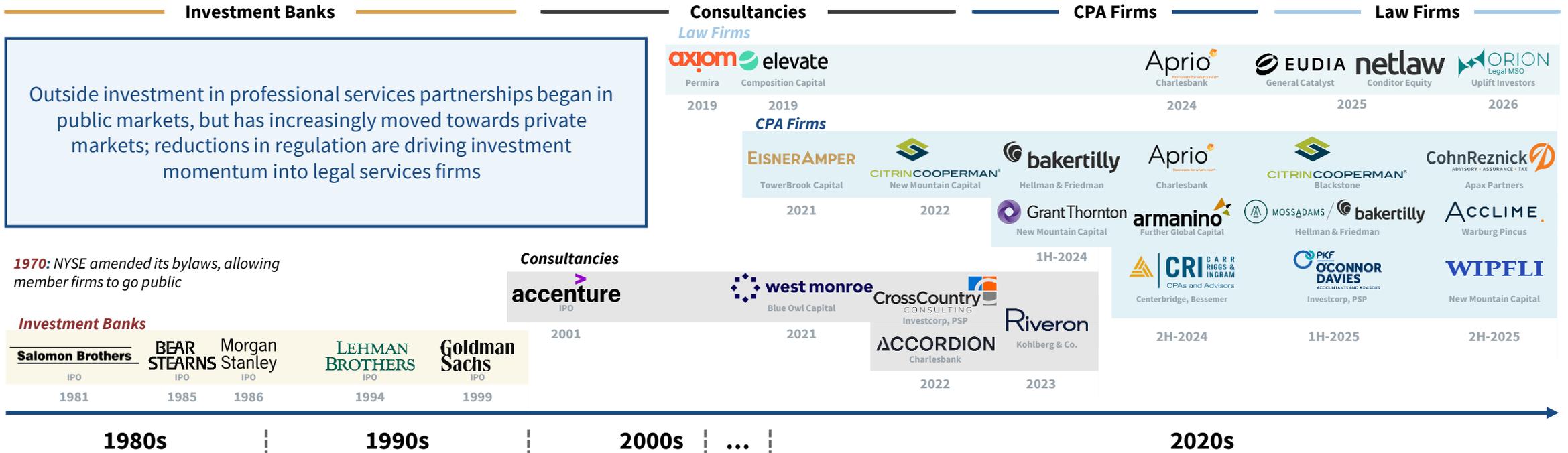
Table of Contents

- 03** [CONTEXTUALIZING LAW FIRMS IN PROFESSIONAL SERVICES](#)
- 09** [ASSESSING THE LAW FIRM MSO INVESTMENT OPPORTUNITY](#)
- 19** [THE PRIVATE EQUITY PLAYBOOK TO UNLOCK LAW FIRMS](#)
- 24** [THE BIG QUESTION: ARTIFICIAL INTELLIGENCE IMPACT](#)
- 30** [POINTS OF CONTACT](#)



Contextualizing Law Firms Among Professional Services Categories

Professional Services | A Brief History of Foundational Outside Investments in US Professional Services Partnerships



Outside investment in professional services partnerships began in public markets, but has increasingly moved towards private markets; reductions in regulation are driving investment momentum into legal services firms

1970: NYSE amended its bylaws, allowing member firms to go public

Investment Banks

Salomon Brothers IPO 1981	BEAR STEARNS IPO 1985	Morgan Stanley IPO 1986	LEHMAN BROTHERS IPO 1994	Goldman Sachs IPO 1999
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Consultancies

accenture IPO 2001	west monroe Blue Owl Capital 2021	CrossCountry CONSULTING Investcorp, PSP 2022	Riveron Kohlberg & Co. 2023
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CPA Firms

aprio Charlesbank 2019	EISNERAMPER TowerBrook Capital 2021	CITRIN COOPERMAN New Mountain Capital 2022	bakertilly Hellman & Friedman 2024	Grant Thornton New Mountain Capital 1H-2024	armanino Further Global Capital 2H-2024	CRI CARR RIGGS & INGRAM CPAs and Advisors Centerbridge, Bessemer 2H-2024
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Law Firms

aprio Charlesbank 2024	EUDIA General Catalyst 2025	netlaw Conditior Equity 2025	ORION Legal MSO Uplift Investors 2026
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“By going public, Morgan Stanley would vastly increase its ability to serve clients around the world. In the decade that followed, Morgan Stanley opened offices in Frankfurt, Hong Kong, Luxemburg, Melbourne, Milan, Sydney, and Zurich, as well as expanding in London and Tokyo. Former Morgan Stanley Vice Chairman R. Bradford Evans says the funds were immediately invested in developing long-term opportunities.”

Morgan Stanley

Following its split from Arthur Anderson, Anderson Consulting went public in 2001, rebranding to Accenture and seeking to raise capital for growth to take on large and complex projects without risking personal capital. Fast forward to 2021, and a new wave of outside investment began, starting with MSD’s investment in West Monroe Partners in 2021.

accenture
west monroe

In 2025, New Mountain Capital exited Citrin Cooperman through a Blackstone-led acquisition (~\$2Bn valuation), marking the first major PE-to-PE accounting flip. Private investment in the CPA sector continues to grow, with a record 83 deals in 2025.

NMC
Blackstone

Beyond state reforms allowing outside investment (AZ, UT, D.C.), the market is shifting to the Management Services Organizations model pioneered by NetLaw, allowing private equity to bypass Rule 5.4 by separating business operations from legal practice.

Professional Services | A Global History of Outside Investment in Law Firms

Outside Investment in Law Firms Has Been Underway for Years in Australia and the UK

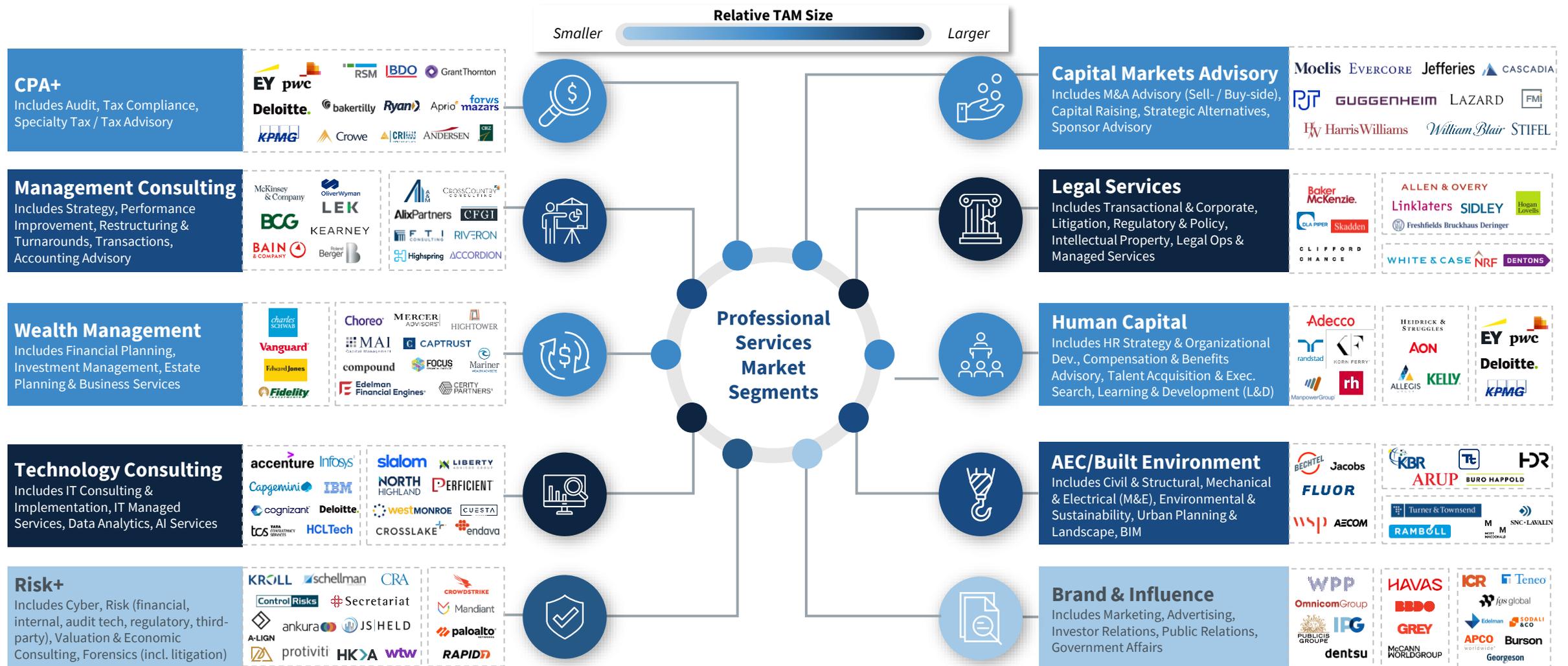


- **Slater & Gordon IPO:** First ever public offering from a law firm; made possible by Australia's permissive regulation of law firm ownership
- **IPH Limited IPO:** Marked the first IP firm to go public, later acquired Xenith IP Group in 2019
- **Australian Family Lawyers:** Went public via reverse merger, first family-specific law practice to go public

- **DWF IPO:** DWF was the first law firm in the UK to be listed on the London Stock Exchange's main market
- **Burford / PCB:** Burford historically funded litigation, PCB stake acquisition highlights broader appetite for equity in law firms
- **Blixt / Lawfront, Sun Capital / Fletchers:** Demonstrate ongoing interest from non-legal focused sponsors (as opposed to firms like Burford) in acquiring law firms

- **Elevate:** First company to obtain an AZ ABS, also holds UK ABS, VC-Backed
- **Axiom:** Axiom's ABS license gave Permira, its owner, exposure to law practice revenue
- **Aprio:** Aprio offers Charlesbank Partners, its owner, access to law practice revenue with its ABS license
- **Stout / Integrum:** Illustrates interest in law-adjacent investments as sponsors wait for regulations to loosen on direct investment

Legal is one of ten defined segments in the Professional Services market; segments vary materially in scope, participants, and relative TAM size



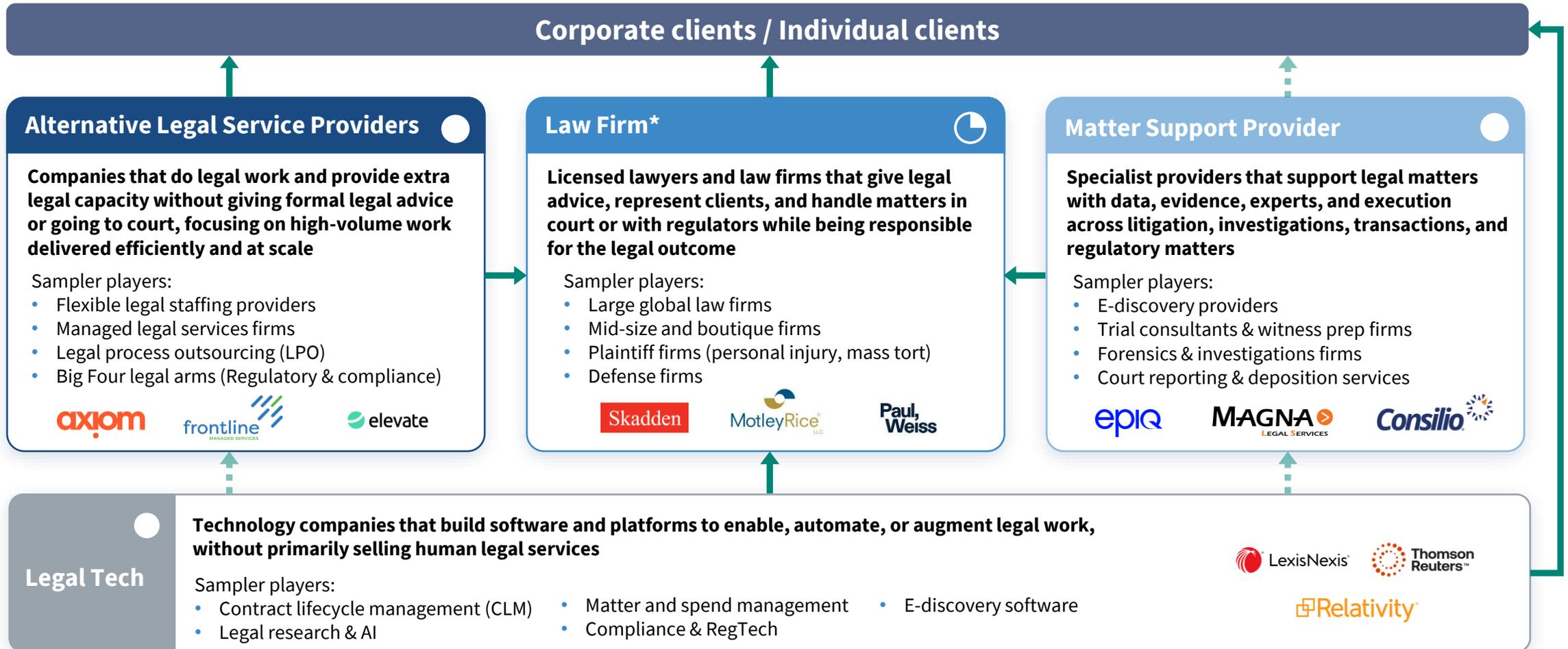
Professional Services segments offer attractive investment platforms; Legal Services is attractive and an increasingly feasible opportunity

Professional Services Market Segments: Attractiveness vs Feasibility for Investors



In Legal, the market can be sub-segmented across four key types of investment opportunities: Law firms, ALSPs, MSPs, and Legal Tech

Legal market players and client buying relationships (Illustrative and directional)



*American Bar Association Model Rule 5.4 restricts non-lawyer ownership and fee sharing in law firms to protect professional independence, hence most law firms cannot take outside equity outside of ABS regimes (e.g., Arizona)





Assessing the Law Firm MSO Opportunity

Why We Are Here: The US legal services market, especially law firms, is an attractive and increasingly actionable investment category for private capital

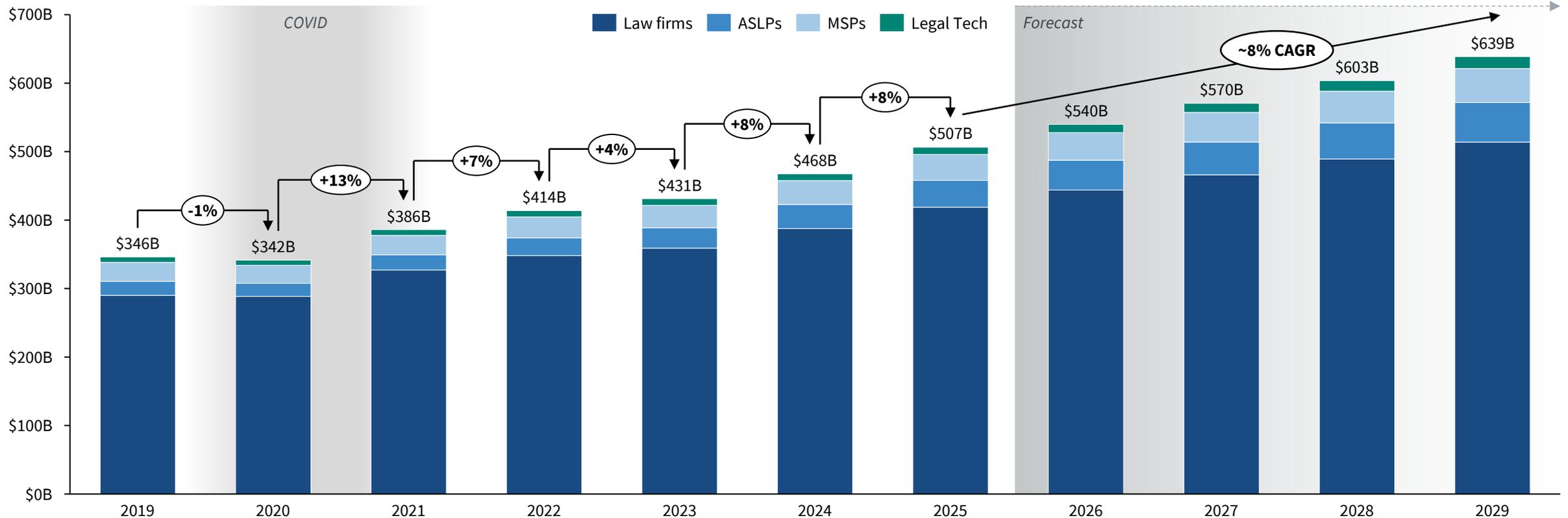
Law firms sit at the intersection of durable demand growth and limited institutional ownership, positioning early sponsors to shape and scale the category.

Key Point	Description	Why It's Important
1 Large, growing, resilient, & a-cyclical market opportunity	<ul style="list-style-type: none"> The US law firm market represents ~\$375–400B in annual revenue within law firms alone, embedded within a broader ~\$475–500B legal ecosystem Demand is supported by structural drivers including regulatory expansion, corporate formation and transaction activity, litigation intensity, and increasing economic complexity The market has demonstrated resilience across cycles, with counter-cyclical segments (e.g., restructuring, disputes) offsetting transactional slowdowns. 	<ul style="list-style-type: none"> Scale provides depth across practice areas, geographies, and client segments, enabling diversified investment theses Structural demand drivers support long-term growth and downside protection, and the basis for under-writable value creation Fragmentation creates multiple entry points for platform creation and consolidation
2 Investor-led value creation opportunities	<ul style="list-style-type: none"> Law firms remain structurally undercapitalized relative to adjacent professional services categories, and governance and strategic planning capabilities remain uneven across firms Enterprise value can be expanded through topline growth initiatives (lateral strategy, cross-selling, geographic expansion), AI-enabled workflow efficiency, pricing discipline, and disciplined M&A, among other levers 	<ul style="list-style-type: none"> Outside capital can accelerate growth, unlock operating leverage, and materially expand margin potential Value creation levers extend across revenue, cost of sales, and overhead categories Sponsors can accelerate professionalization in a historically partner-managed business model
3 First-mover advantages in an undercapitalized category	<ul style="list-style-type: none"> MSO structures provide a compliant pathway for private capital to access law firm economics without sharing legal fees Early platforms may benefit from scarcity value, governance standard-setting, and consolidation tailwinds The CPA category provides precedent for multiple expansion and category normalization once ownership models evolve 	<ul style="list-style-type: none"> Early sponsors may capture structural multiple expansion as the asset class institutionalizes Scarcity of scaled, investor-backed platforms could create premium positioning for early movers Developing believable paths to exit increases the likelihood of value capture for initial investors

Market | There is a large and resilient TAM opportunity across legal services, of which law firms represent ~80% in a highly fragmented landscape (1 of 2)

Outside of black swan events like COVID, where litigation-focused legal services fell with a decline in court filings, legal services demand is supported by durable macro drivers: sustained corporate formation and transaction activity, expanding regulatory oversight, rising cross-border complexity, and persistent litigation and risk management needs.

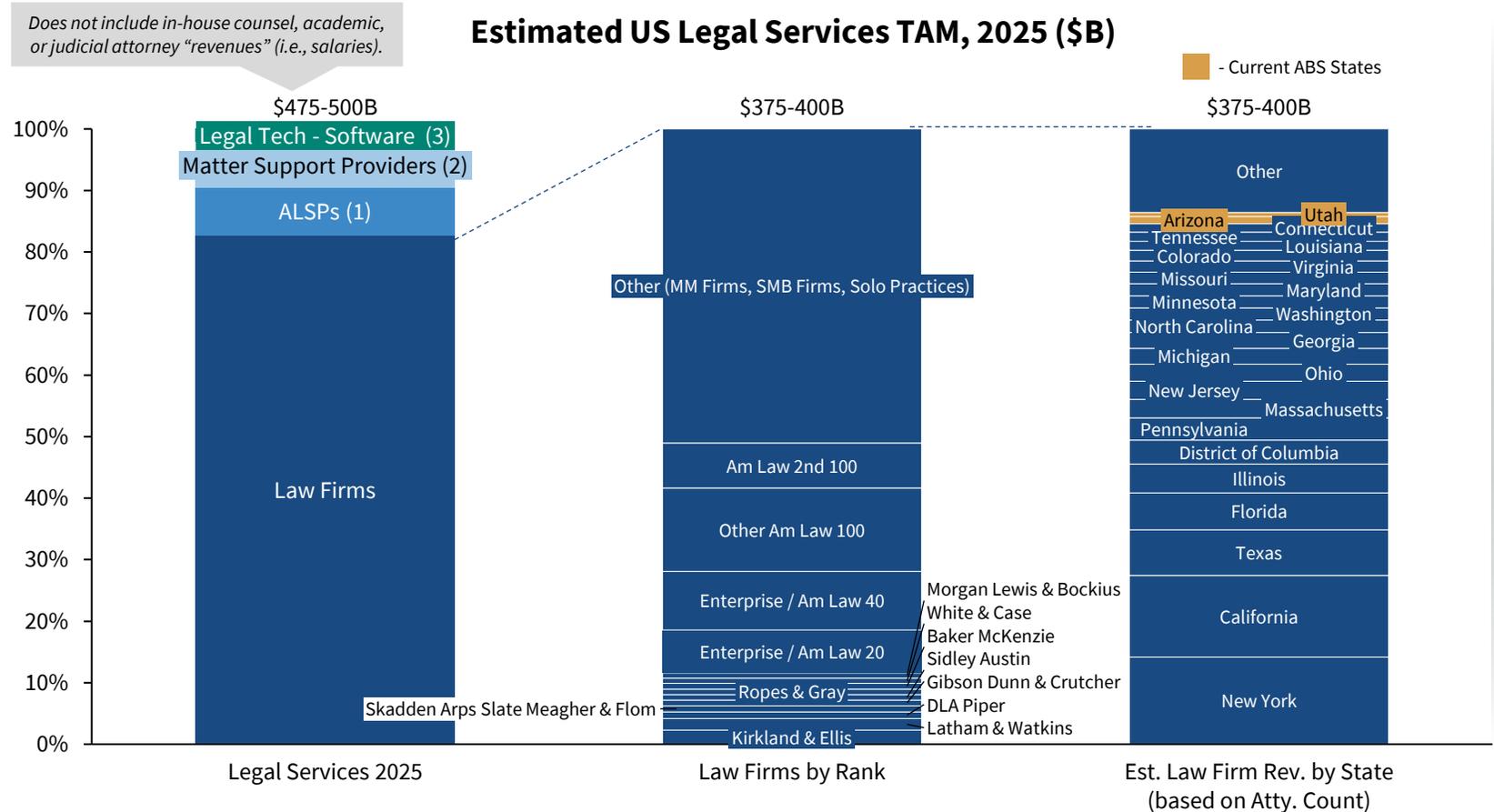
Estimated US Legal Services TAM, 2025 (\$B)



Note: 1: Alternative Legal Service Providers (ALSPs) deliver workflow-based, legal-adjacent services that substitute for work historically performed by law firms (e.g., Axiom, UnitedLex, Elevate); 2: Matter Support Providers (MSPs) provide matter-specific advisory, expert, or technical services in connection with legal matters but do not act as counsel of record (e.g., FTI Consulting, Berkeley Research Group, Consilio). 3: Legal Tech refers to software-only products supporting legal workflows, excluding services revenue (e.g., Relativity, Clio, LexisNexis).

Market | There is a large and resilient TAM opportunity across legal services, of which law firms represent ~80% in a highly fragmented landscape (2 of 2)

Law firms sit at the center of the legal value chain, representing the majority of revenue and the broadest exposure to structural demand drivers.



OPPORTUNITY

What is the opportunity that we need to solve for in Legal Services?

Law Firms are one of the largest – and untapped – investment opportunities in Professional Services

- Despite this scale, Law Firms have historically been difficult to transact due to ownership restrictions (i.e., non-ABS), governance complexity, and partnership economics.
- As a result, investment activity has skewed toward adjacent segments (e.g., ALSPs, Matter Support Providers, Legal Tech), not because they are larger, but because they are structurally easier to own and scale.

As ownership models evolve, Law Firms begin to shift from “attractive but inaccessible” to “attractive and increasingly feasible” – setting the stage for value creation opportunities like those achieved with CPA+ investments.



Market | The U.S. law firm market is structurally diverse; investor attractiveness varies materially by segment, scale, and positioning (1 of 2)

Key Law Firm Segment & Representative Firms (not exhaustive)	KEY CHARACTERISTICS	PRACTICE & INDUSTRY MIX	CLIENT FOCUS AREAS	GO-TO-MARKET POSITIONING	INVESTOR CONSIDERATIONS						
Big Law: Am Law 50-100 	<ul style="list-style-type: none"> Nationally scaled and global platforms whose institutional client relationships, brand, service mix, and leverage models drive premiums and industry-leading revenues/profits per partner at scale <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~250-500+</td> <td>\$2.2-5M</td> <td>\$0.8-2.7M</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~250-500+	\$2.2-5M	\$0.8-2.7M	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> Firms cover all practices; M&A, Capital Markets, Complex Litigation drive RPP 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Private Priv. Cap Public</p> <ul style="list-style-type: none"> Heavy focus on Banking & FS and large cap/publicly listed clients across sectors 	<p>PRIMARY GTM 'PLANNING' DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Brand-driven, relationship-based institutional coverage; firms compete on "white shoe" reputation, depth, and execution scale 	<ul style="list-style-type: none"> Revenue durability is possible, while AI-driven cost reduction could protect margins (dependent by practice area) MSO fit and acceptance could limit actionability (TBD)
Partner Count	Revenue/Partner	Profit/Partner									
~250-500+	\$2.2-5M	\$0.8-2.7M									
National Full Service: Am Law 100-200 	<ul style="list-style-type: none"> National footprint with strong regional roots, balanced between transactional and litigation practices, with slightly lower revenue / profit per partner compared to larger law firms <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~115-225</td> <td>~\$1.2-2.2M</td> <td>~\$0.4-0.8M</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~115-225	~\$1.2-2.2M	~\$0.4-0.8M	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> M&A, Labor & Employment, Real Estate, Complex Commercial Litigation 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> MM- and UMM-focused privately held and PE-backed firms 	<p>PRIMARY GTM 'PLANNING' DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> More cost-competitive vs Big Law; industry specialization, service breadth, and relationship depth can help win, particularly for MM clientele 	<ul style="list-style-type: none"> Platform potential, though applicability and penetration of MSOs remains TBD Succession and governance modernization opportunities
Partner Count	Revenue/Partner	Profit/Partner									
~115-225	~\$1.2-2.2M	~\$0.4-0.8M									
Regional/Super-Regional Firms 	<ul style="list-style-type: none"> Geographic concentration, particularly by state or across major MSAs in a multi-state region acting mainly as generalist providers for MM companies, often with a set of deep industry verticals <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~50-100</td> <td>~\$0.8-1.5M</td> <td>~\$0.2-0.6M</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~50-100	~\$0.8-1.5M	~\$0.2-0.6M	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> Corporate, Real Estate, Litigation, Employment 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> Middle market firms, often in specific industries, with wide range of legal need 	<p>PRIMARY GTM 'PLANNING' DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Relationship-driven, often with a few areas of industry expertise in a "one-stop shop of services" and expertise in state-based regulations 	<ul style="list-style-type: none"> Fragmented landscape creates opportunity for buy-and-build Moderate pricing power; margin improvement via operational discipline
Partner Count	Revenue/Partner	Profit/Partner									
~50-100	~\$0.8-1.5M	~\$0.2-0.6M									
State & Local General Practice Firms <p>Numerous</p>	<ul style="list-style-type: none"> Small to mid-sized firms with strong geographic concentration (single state or metro); broad general practice model serving as outside counsel to local businesses <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~5-50</td> <td>~\$0.2-0.8M</td> <td>~\$80-300K</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~5-50	~\$0.2-0.8M	~\$80-300K	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> Corporate (SMB-focused), real estate, employment, Litigation, local regs, land use, and business advisory 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> Small and mid-sized privately held businesses and their individual owners / operators 	<p>PRIMARY GTM 'PLANNING' DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Relationship-driven, referral-based client acquisition; often positioned as "outside general counsel" to local companies; compete on accessibility, practicality, and cost efficiency 	<ul style="list-style-type: none"> Highly fragmented with aggregation opportunity Succession pressure often acute, creating transaction readiness Moderate pricing power; margin improvement driven by leverage discipline, shared services, and operational modernization
Partner Count	Revenue/Partner	Profit/Partner									
~5-50	~\$0.2-0.8M	~\$80-300K									

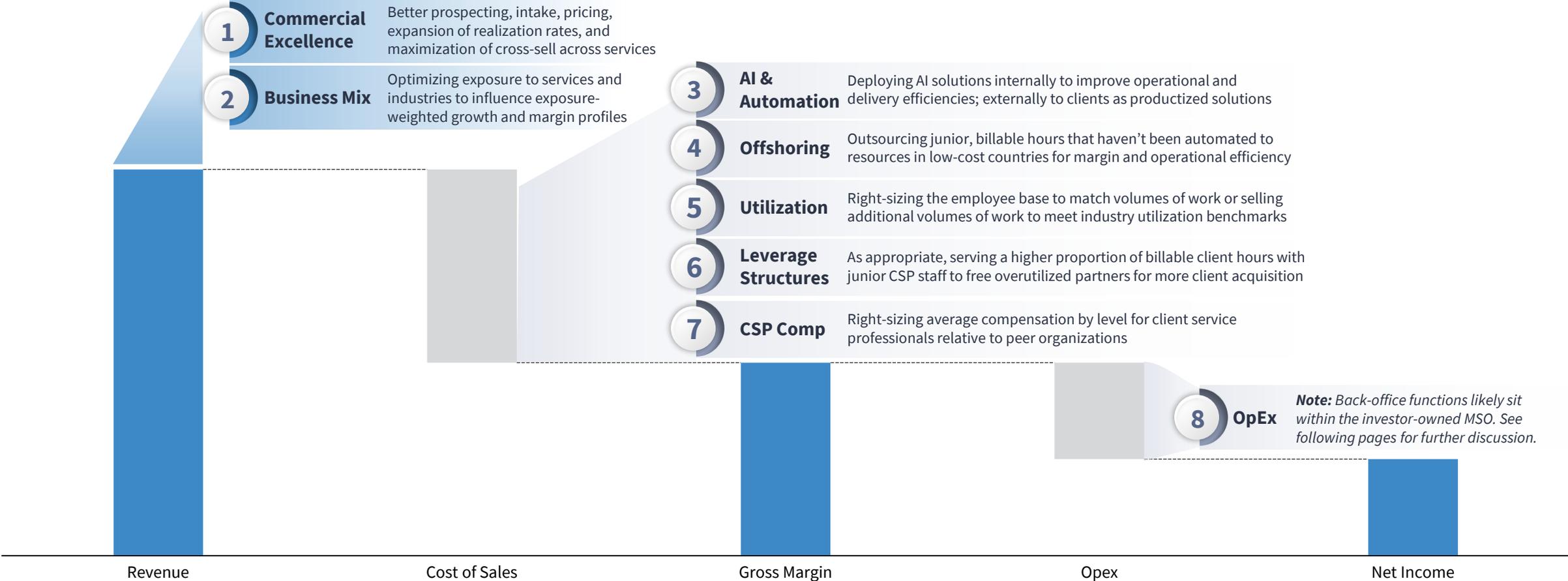
Market | The U.S. law firm market is structurally diverse; investor attractiveness varies materially by segment, scale, and positioning (2 of 2)

Key Law Firm Segment & Representative Players	KEY CHARACTERISTICS	PRACTICE & INDUSTRY MIX	CLIENT FOCUS AREAS	GO-TO-MARKET POSITIONING	INVESTOR CONSIDERATIONS						
Litigation & Specialty Boutiques 	<ul style="list-style-type: none"> High partner concentration and reputation- and rainmaker-driven economics for specialty services, with lower leverage and higher profits per partner; firm scale varies based on practice areas <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~25-100+</td> <td>~\$4-6M+</td> <td>~\$2.5-3.5M+</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~25-100+	~\$4-6M+	~\$2.5-3.5M+	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> “Bet-the-company” litigation, disputes, and appellate (e.g., tax, antitrust, etc.), or HNWI/white collar representation 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> HNWI/high-ranking individuals or large firms needing representation in specialized litigation services 	<p>PRIMARY GTM ‘PLANNING’ DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Specialist excellence in targeted areas of law in which expertise changes client outcomes; brand value tied to individual partners, but can accrete to firms with sufficient scale of expert talent 	<ul style="list-style-type: none"> High profitability with lower automation risk / threat to billable hours model Potentially higher key-man / revenue concentration risk; EV growth linked to headcount gains
Partner Count	Revenue/Partner	Profit/Partner									
~25-100+	~\$4-6M+	~\$2.5-3.5M+									
Insurance Defense/Volume Litigation 	<ul style="list-style-type: none"> High-volume, panel-based defense firms with standardized workflows and utilization-driven economics; many serve MDLs/national insurer footprints <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~50-100+</td> <td>~\$1-2M+</td> <td>~\$0.2-0.4M</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~50-100+	~\$1-2M+	~\$0.2-0.4M	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> General liability and mass tort defense 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> Large carriers, self-insured corporates 	<p>PRIMARY GTM ‘PLANNING’ DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Firms compete on cost efficiency, scale, and panel retention; strong emphasis on process discipline/responsiveness 	<ul style="list-style-type: none"> Fragmented landscape points to roll-up potential Price erosion with sophisticated buyers and in competitive panels is possible; automation potential could offset some of this effect
Partner Count	Revenue/Partner	Profit/Partner									
~50-100+	~\$1-2M+	~\$0.2-0.4M									
Plaintiff Firms: PI, Class Act., Mass Tort 	<ul style="list-style-type: none"> Contingency-based, case inventory model, focus on high volume vs low volume and high claims value <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~5-75+</td> <td>Variable by contingency</td> <td></td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~5-75+	Variable by contingency		<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> PI, mass tort, class action, prod. liability 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> Aggregated or high-value PC claims 	<p>PRIMARY GTM ‘PLANNING’ DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Brand- and advertising-driven acquisition funnel and scaled case inventory model for low-value claims 	<ul style="list-style-type: none"> High margin potential with scalable marketing infrastructure Revenue and collections volatility with potential reputation risk Operations-led value creation
Partner Count	Revenue/Partner	Profit/Partner									
~5-75+	Variable by contingency										
IP & Technology Specialist Firms 	<ul style="list-style-type: none"> Technical specialization in specific industries (e.g., patents, life sciences, tech); blend of prosecution (repeatable) and high-stakes disputes <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~10-150</td> <td>~\$1.5-3M</td> <td>~\$0.6-1M</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~10-150	~\$1.5-3M	~\$0.6-1M	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> Patent, technology litigation & TAS 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> Tech, pharma, biotech, life sciences 	<p>PRIMARY GTM ‘PLANNING’ DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Sector expertise and technical credibility, long-standing client relationships in innovation ecosystems 	<ul style="list-style-type: none"> Some automation in prosecution Attractive vertical specialization though smaller technical TAM Revenue durability tied to innovation cycles
Partner Count	Revenue/Partner	Profit/Partner									
~10-150	~\$1.5-3M	~\$0.6-1M									
Private Client / Family Law Firms <p>Numerous</p>	<ul style="list-style-type: none"> Relationship- and referral-driven practices, lower leverage and more localized operations <table border="1"> <thead> <tr> <th>Partner Count</th> <th>Revenue/Partner</th> <th>Profit/Partner</th> </tr> </thead> <tbody> <tr> <td>~1-10</td> <td>~\$0.2-1M</td> <td>~\$80-300K</td> </tr> </tbody> </table>	Partner Count	Revenue/Partner	Profit/Partner	~1-10	~\$0.2-1M	~\$80-300K	<p>INDUSTRY FOCUS</p> <p>Targeted Broad Comprehensive</p> <p>PRACTICE COVERAGE</p> <p>Targeted Broad Comprehensive</p> <ul style="list-style-type: none"> Estate planning, probate, family law, wealth transfer advisory, criminal 	<p>CLIENT SIZE</p> <p>SMB LMM MM UMM LC</p> <p>CLIENT TYPE</p> <p>HNWI/PC Priv. Held Priv. Cap Public</p> <ul style="list-style-type: none"> HNWIs, Private Clients (for criminal litigation), families & estates 	<p>PRIMARY GTM ‘PLANNING’ DIMENSIONS</p> <p>Industry Cl. Size Geo Practice</p> <ul style="list-style-type: none"> Trust-based, reputation-centric client acquisition, often geographic niche dominance and occasional specialty in 	<ul style="list-style-type: none"> Highly fragmented, selective aggregation potential Elevated key-man risk Limited automation leverage relative to B2B segments
Partner Count	Revenue/Partner	Profit/Partner									
~1-10	~\$0.2-1M	~\$80-300K									

Legend: Primary Planning Dimension for Law Firms Secondary Planning Dimension for Law Firms Lesser Focus for Law Firms

Value Creation | There are plentiful value creation levers that sponsors can work with law firms to deploy to increase topline and reduce cost of sales

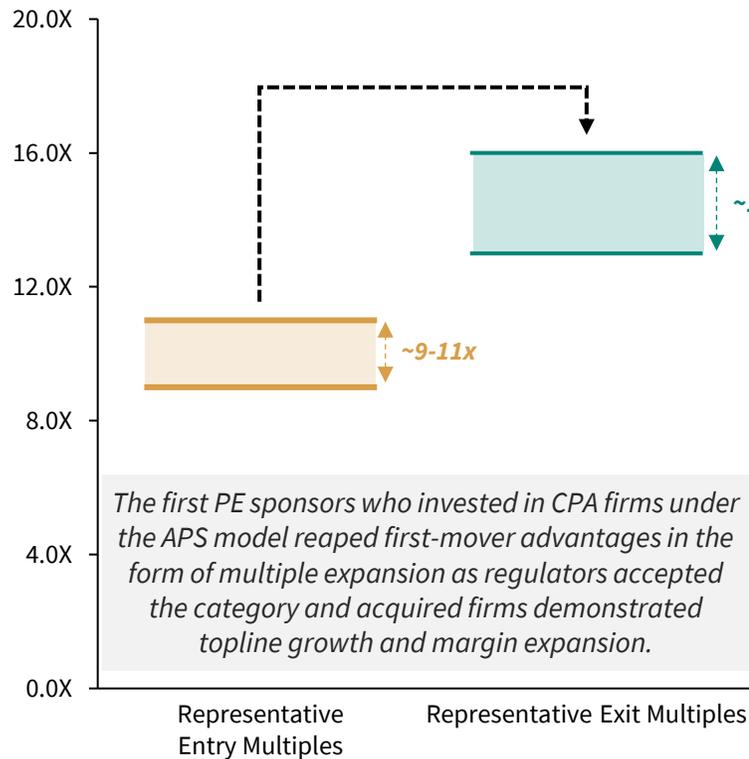
As in other areas of professional services, sponsors can drive enterprise value with law firm management teams through coordinated revenue expansion and margin enhancement initiatives across commercial strategy, delivery efficiency, and operating infrastructure.



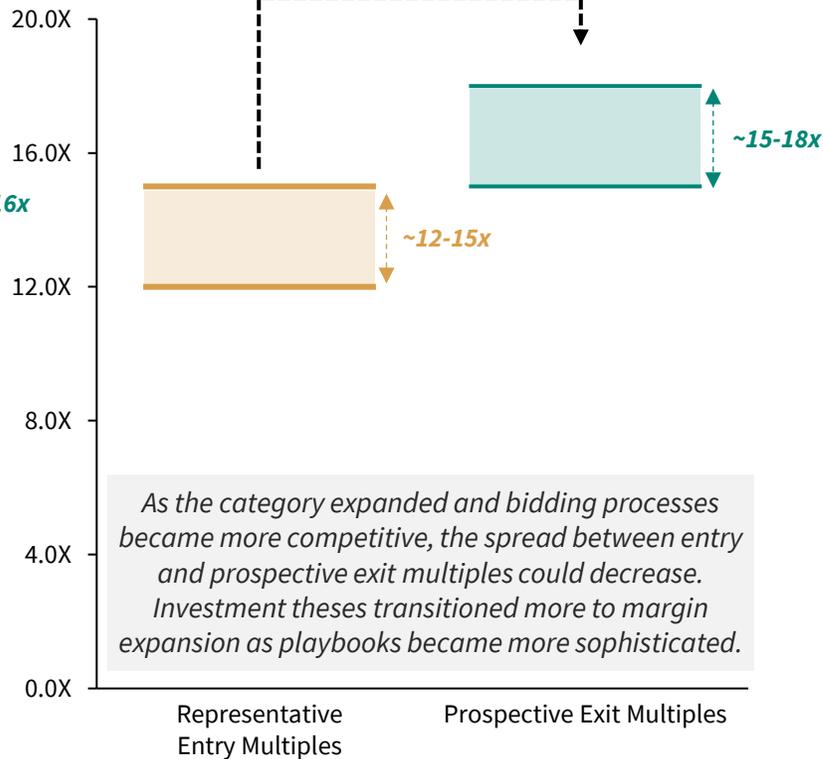
First-Mover Advantages | History shows us that there can be first-mover advantages when investing in large, previously under-capitalized markets

The first PE into US-based CPA firms achieved multiple turns on their investments. As the APS model democratized and bidding processes became more competitive, entry multiples increased and the spread between entry and prospective exit multiples may decrease, though in-hold value creation playbooks have become more sophisticated.

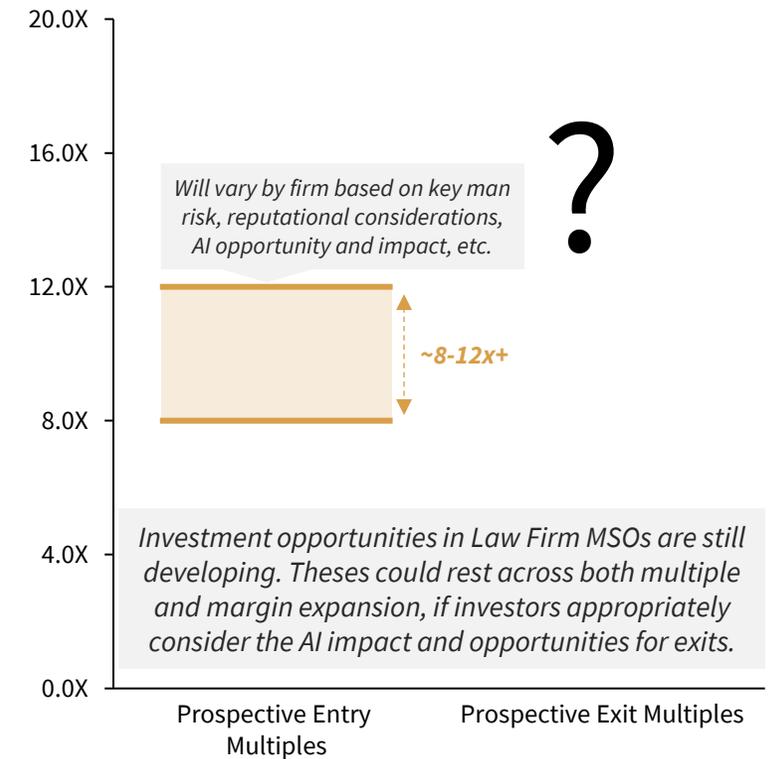
“First Wave” CPA Firms (c. 2021-2022)



“Second Wave” CPA Firms (c. 2023-2025)

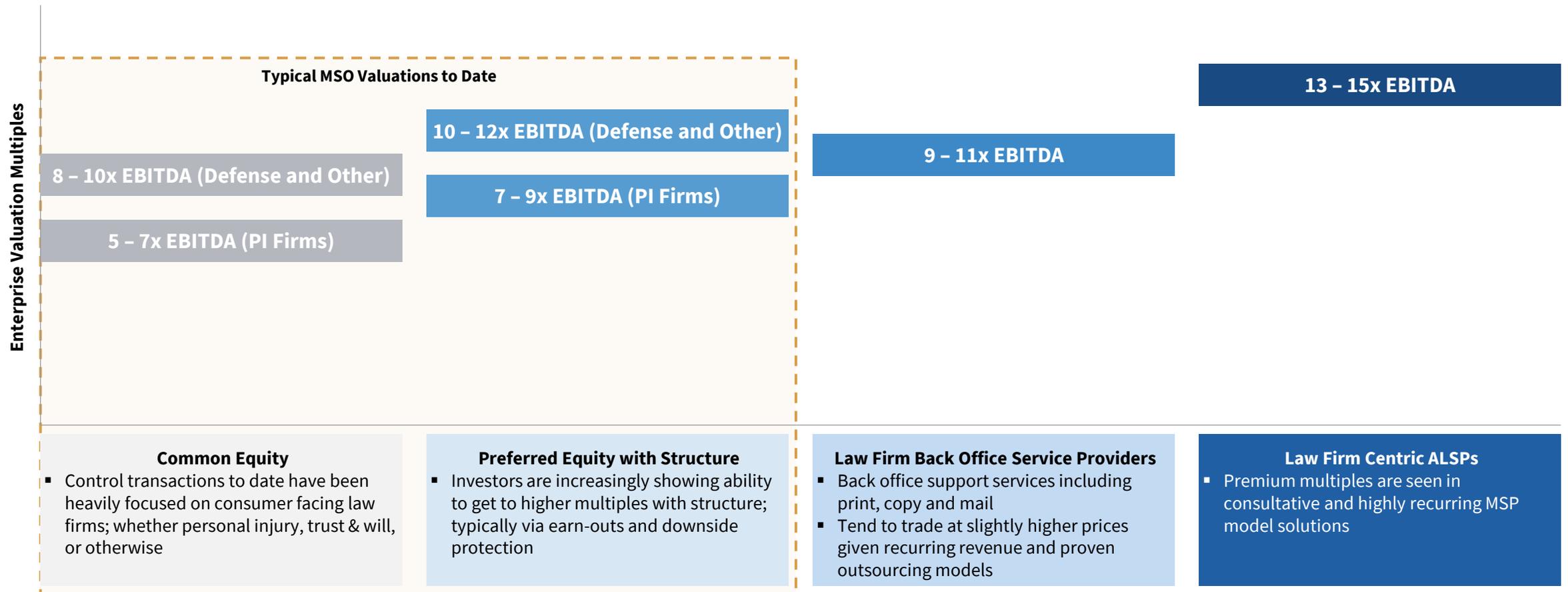


“First Wave” Law Firm MSOs (c. 2026+)



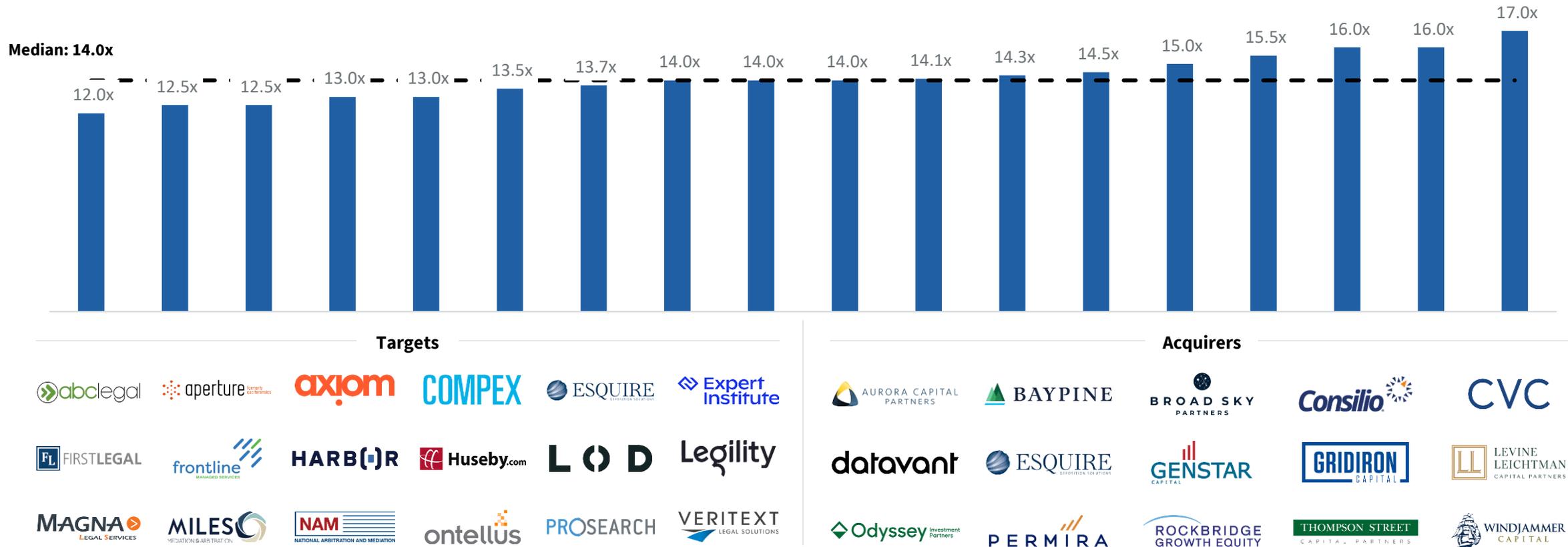
First-Mover Advantages | Contextualizing Law Firm MSO Valuations in the broader legal services market *(1 of 2)*

To-date, law firm deals in the Personal Injury and plaintiff spaces have yielded ~5-9x multiples. The broader ALSP and Law Firm Back Office Service Providers (which could be instructive to Law Firm MSO valuations outside PI) have yielded higher multiples in the ~9-15x range, with the highest ranges coming from law firm-centric ALSPs.



First-Mover Advantages | Contextualizing Law Firm MSO Valuations in the broader legal services market (2 of 2)

To-date, law firm deals in the Personal Injury and plaintiff spaces have yielded ~5-9x multiples. The broader ALSP and Law Firm Back Office Service Providers (which could be instructive to Law Firm MSO valuations outside PI) have yielded higher multiples in the ~9-15x range, with the highest ranges coming from law firm-centric ALSPs.





The Private Equity Playbook to Unlock Law Firms

What Needs Solving: Sponsors need to deploy new ownership models, communicate outside capital’s value proposition, and address AI head-on

The law firm market is investable, but only for sponsors willing to solve ownership, governance, and technology integration head-on.

Hurdles to Clear	Description & Implications	Approach to Solve
1 Restrictions on non-lawyer ownership of law firms	<ul style="list-style-type: none"> • ABA Model Rule 5.4 prohibits fee sharing and non-lawyer ownership of entities practicing law (outside limited ABS states such as AZ and UT) • Traditional partnership structures limit external equity participation and constrain liquidity pathways • As a result, the majority of the TAM has historically been structurally inaccessible to institutional capital, slowing modernization and consolidation. 	<ul style="list-style-type: none"> • Deploy compliant ownership models that separate legal services from business operations while preserving fee-sharing restrictions • Structure governance, service agreements, and incentive frameworks to provide investors with durable influence over strategy, budgeting, and value creation • Focus investments on scalable firms where operational functions can be centralized within an MSO structure
2 Law firm perceptions of outside capital and risk posture	<ul style="list-style-type: none"> • Many partners associate private capital with loss of control, short-termism, and cultural disruption • Partnership economics prioritize current compensation over long-term enterprise value, limiting appetite for structural changes • Skepticism around governance shifts and perceived autonomy erosion slows transaction activity 	<ul style="list-style-type: none"> • Clearly articulate the PE value proposition: succession planning, equity realization, growth capital, AI enablement, and risk reduction • Align incentives through structured equity participation, performance-linked compensation, and transparent governance • Position sponsorship as a mechanism to codify strategy and de-risk long-term firm outcomes, not displace partner leadership
3 AI-led disruptions to commercial and operational models <i>See next section for more details</i>	<ul style="list-style-type: none"> • Adoption of AI by firms <i>and</i> clients will drive a range of outcomes; changes in delivery models, market structure, billing models, and pricing could impact both topline TAM and create opportunity for margin expansion. • Investors should consider where to invest based on potential impact and monitor the “signposts” for which future scenario is most likely, while harnessing the power of AI for margins and new commercial opportunities. 	<ul style="list-style-type: none"> • Allocate capital toward practice segments with high automation leverage and durable revenue, while monitoring signposts (pricing, insourcing trends, ALSP adoption) to adjust exposure as needed. • Partner with management teams to institutionalize AI across workflows, pricing, and knowledge systems — converting potential topline risk into margin expansion and scalable growth.

MSO Models | An MSO is an alternate structure that enables non-lawyer ownership of services to law firms that are **not** direct legal services to clients

MSOs provide the compliant structural bridge between fee-sharing restrictions and institutional capital, separating the practice of law from the business of running a law firm. This opens a pathway for outside capital to participate in the business management of law firms, without participating in the provision of legal services.

An MSO is a vehicle to invest in law firms without sharing of legal services fees

ABA Model Rule 5.4 prohibits the sharing of legal fees collected by lawyers with other entities, which means ownership of the parts of law firms that provide legal services is prohibited, excepting Arizona and Utah.

An MSO is non-lawyer owned (a service company owned by outside investors) which functions a support engine that provides non-legal, often back-office services to law firms (operational, tech, etc.)



WHY THIS MATTERS:

An MSO enables PE investment by separating the practice of law from the services a law firm needs to function across the demand engine, talent engine, and operating model.

Law firm management functions are the areas that could be aggregated into an MSO

Most of the back office and even executive management could fit in an MSO. What goes into an MSO vs remains with Law Co is directly related to **1)** legal services provided (per Rule 5.4), and **2)** the protection of client-attorney privileges and confidentiality.

STAYS IN LAW CO	HYBRID / VARIABLE	LIKELY MOVES TO MSO	
<ul style="list-style-type: none"> Partners, Associates, and Paralegals professionals who provide any form of legal Client-interfacing admin (EAs) Other staff who sit within client-attorney confidentiality restrictions 	<ul style="list-style-type: none"> Executive Management Internal IT (where interfacing with client data) Specific accounting roles (e.g., AR, billing, collections) 	<ul style="list-style-type: none"> Accounting Brand & Marketing Corporate Finance Corporate Strategy HR & Talent 	<ul style="list-style-type: none"> Insurance Real Estate Technology & IT TBD: eDiscovery, Court Reporting, etc.



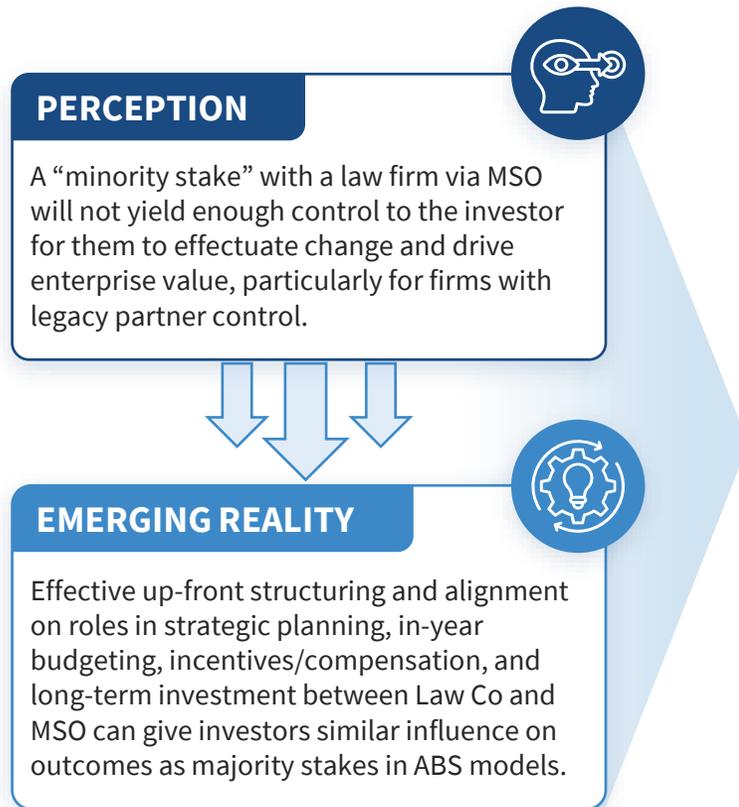
WHY THIS MATTERS:

For law firms: MSOs enable partners to focus on legal services for clients, vs tangle with business management.

For investors: Wide coverage of MSOs creates opportunities for meaningful value creation across the P&L.

MSO Models | Perceptions are shifting toward an emerging reality: certain MSO approaches can yield appropriate control of firm outcomes to investors

Properly structured MSOs can replicate the influence on economic outcomes of the investment that majority ownership positions hold by embedding control rights in agreements, incentives, and ongoing decision-making authority.



Investors can structure MSOs and governance clauses to create paths to effectuate change and drive enterprise value:

Possible Approaches to MSO Agreements & Ownership Structures:



- Defining MSO services (e.g., F&A, Technology & IT, HR, Strategy, Marketing, etc.)
- Defining agreement provisions (e.g., fee arrangements, contract length, termination clauses for either party, etc.)
- Obtaining Board membership or having Executive Management sit in the MSO
- Creating durable cash & equity arrangements, including scrape mechanics / amounts, deal/equity proceeds, vesting arrangements, and roll requirements
- Codifying upside/downside participation in performance relative to budget

Possible Roles of the Sponsor in Ongoing Governance:



- Leading long-term strategic planning and ambition setting
- Retaining decision authority on annual budget targets & KPIs
- Retaining decision authority on yearly bonus/award distributions tied to KPIs
- Retaining decision authority on enterprise-level investments
- Defining role in hiring decisions, and reserving right to approval
- Leading and retaining decision authority in M&A processes

WHAT WE’VE HEARD

Reasonable skepticism shifting towards “art of the possible” thinking

“Even in ‘minority’ investment scenarios like MSOs, investors can put in place strategic provisions, like control over appointments of executives and budgeting decisions, to build alignment with the firm’s growth objectives while maintaining the autonomy of the law firm to provide legal services to their clients.”

“MSOs can achieve influence comparable to majority ownership by embedding control mechanisms such as veto rights, decision-making authority, and alignment of incentives into agreements.”

Communicating the Value Proposition | Private capital sponsorship can directly address some of law firms' most critical challenges & opportunities

Private capital can address both the financial and structural constraints of traditional partnerships by unlocking liquidity, funding long-term investment, and institutionalizing strategy to create durable enterprise value.

“Balance sheet unlocks” from hard capital

“Institutional unlocks” from experiential capital



Equity Realization & Pull-Forward

Description:

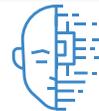
- Traditional models distribute profits annually, limiting liquidity and long-term equity value creation
- Structured equity participation allows partners to monetize a portion of value today while retaining upside

PE Value Prop:

- Aligns senior partner liquidity with long-term enterprise growth
- Transforms annual income focus into enterprise value mindset

What we've heard:

“We've created value, but it's trapped in annual distributions.”



AI-Specific Risk Mitigation & Technology Investments

Description:

- AI adoption requires multi-year investment cycles that conflict with annual profit distribution models
- Many firms underinvest in tech and process modernization

PE Value Prop:

- Institutional capital and know-how enables sustained AI funding
- Can convert topline risk into margin expansion opportunities

What we've heard:

“We know we need to invest in AI, but our model doesn't fund long-term bets.”



Long-Term M&A Platform Potential

Description:

- The market remains highly fragmented, particularly in mid-market B2B and plaintiff segments
- Scalable platforms can consolidate and professionalize operations

PE Value Prop:

- Capital and M&A muscle create repeatable acquisition flywheels
- Drives multiple expansion through scale, governance, and integration

What we've heard:

“MM firms are ideal for rollups, but law firms have variable experience in M&A.”



Succession Planning & Talent Acquisition

Description:

- Traditional partnership tracks are losing appeal; succession gaps are widening
- Senior partners seek liquidity; younger lawyers resist long-term capital lock-up

PE Value Prop:

- Structured equity programs could better attract lateral hires
- Could reduce key-man risk by retaining rainmakers

What we've heard:

“Building a credible equity story could be compelling for top talent in market.”



Strategic Planning & Topline Growth

Description:

- Many firms lack formal long-term planning and operate opportunistically
- Governance, budgeting, and KPI discipline vary widely

PE Value Prop:

- Strategic planning can improve the return on focused capital allocation
- Professionalization unlocks durable topline growth and margin expansion

What we've heard:

“We practice law very well, but we don't run our practices like a business.”

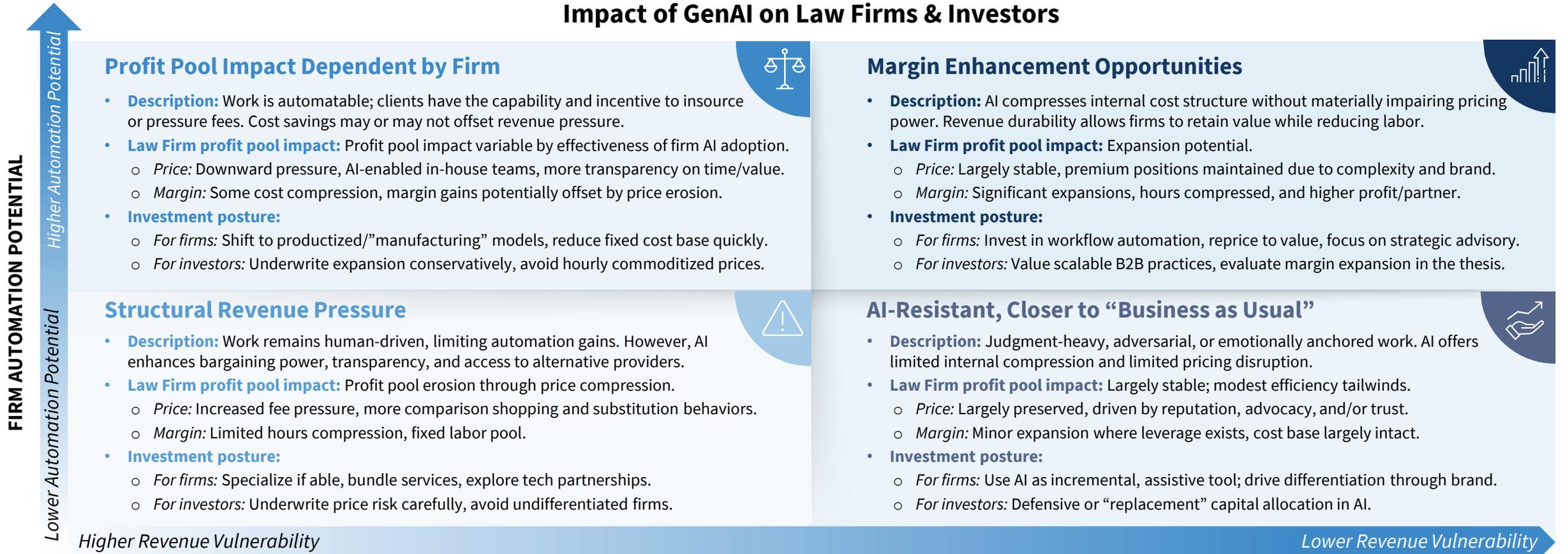


The Big Question: Artificial Intelligence

AI Impact | AI is both a risk and an opportunity; investors should consider *where* to invest based on potential impact and *how* to harness its power

AI will not compress the law firm profit pool uniformly – it will reallocate it. Practices that combine high automation with durable pricing power can expand margins, commoditized and substitution-prone segments face more pressure. Investors should focus not just on where AI reduces hours, but on who retains pricing and client control.

Impact of GenAI on Law Firms & Investors



Profit Pool Impact Dependent by Firm

- **Description:** Work is automatable; clients have the capability and incentive to insource or pressure fees. Cost savings may or may not offset revenue pressure.
- **Law Firm profit pool impact:** Profit pool impact variable by effectiveness of firm AI adoption.
 - *Price:* Downward pressure, AI-enabled in-house teams, more transparency on time/value.
 - *Margin:* Some cost compression, margin gains potentially offset by price erosion.
- **Investment posture:**
 - *For firms:* Shift to productized/"manufacturing" models, reduce fixed cost base quickly.
 - *For investors:* Underwrite expansion conservatively, avoid hourly commoditized prices.

Margin Enhancement Opportunities

- **Description:** AI compresses internal cost structure without materially impairing pricing power. Revenue durability allows firms to retain value while reducing labor.
- **Law Firm profit pool impact:** Expansion potential.
 - *Price:* Largely stable, premium positions maintained due to complexity and brand.
 - *Margin:* Significant expansions, hours compressed, and higher profit/partner.
- **Investment posture:**
 - *For firms:* Invest in workflow automation, reprice to value, focus on strategic advisory.
 - *For investors:* Value scalable B2B practices, evaluate margin expansion in the thesis.

Structural Revenue Pressure

- **Description:** Work remains human-driven, limiting automation gains. However, AI enhances bargaining power, transparency, and access to alternative providers.
- **Law Firm profit pool impact:** Profit pool erosion through price compression.
 - *Price:* Increased fee pressure, more comparison shopping and substitution behaviors.
 - *Margin:* Limited hours compression, fixed labor pool.
- **Investment posture:**
 - *For firms:* Specialize if able, bundle services, explore tech partnerships.
 - *For investors:* Underwrite price risk carefully, avoid undifferentiated firms.

AI-Resistant, Closer to "Business as Usual"

- **Description:** Judgment-heavy, adversarial, or emotionally anchored work. AI offers limited internal compression and limited pricing disruption.
- **Law Firm profit pool impact:** Largely stable; modest efficiency tailwinds.
 - *Price:* Largely preserved, driven by reputation, advocacy, and/or trust.
 - *Margin:* Minor expansion where leverage exists, cost base largely intact.
- **Investment posture:**
 - *For firms:* Use AI as incremental, assistive tool; drive differentiation through brand.
 - *For investors:* Defensive or "replacement" capital allocation in AI.

REVENUE VULNERABILITY / CLIENT DISINTERMEDIATION RISK

AI Impact | More specifically, there are several evaluative criteria that can inform what practices (and firms) fall across these AI-impact segments

AI impact by practice/service area is driven by structural characteristics of the work itself. Automation potential depends on leverage, repeatability, and regulatory tolerance; revenue durability hinges on complexity, stickiness, and pricing power. Evaluating practices on these criteria can point to potential AI impact on the service mix of individual firms.

Evaluation Criteria	Description	Impact	Rationale
<i>Firm Automation Potential</i>			
<i>Leverage Structure</i>	<ul style="list-style-type: none"> The mix between junior/paralegal hours vs partner hours. 	HIGH	<ul style="list-style-type: none"> Junior-heavy, document-driven workflows are most automatable.
<i>Standardization/Repeatability</i>	<ul style="list-style-type: none"> The degree to which work follows templates or playbooks. 	HIGH	<ul style="list-style-type: none"> Repeatable drafting and review compress most quickly via AI.
<i>Knowledge Structure/Precedent Density</i>	<ul style="list-style-type: none"> The extent to which prior work product can be reused or systematized. 	MODERATE	<ul style="list-style-type: none"> Structured precedent libraries amplify AI productivity gains.
<i>Regulatory Acceptance</i>	<ul style="list-style-type: none"> The tolerance of courts/regulators for firms to perform AI-assisted tasks. 	CRITICAL	<ul style="list-style-type: none"> Less regulatory constraint increases internal automation adoption.
<i>Reputational Downside Risk</i>	<ul style="list-style-type: none"> The severity of harm if legal error occurs from automated services. 	CRITICAL	<ul style="list-style-type: none"> Higher reputational risk associated with errors reduces AI potential.
<i>Revenue Vulnerability</i>			
<i>Client Sophistication</i>	<ul style="list-style-type: none"> The capability of clients to use AI tools internally. 	MODERATE	<ul style="list-style-type: none"> Sophisticated GCs more likely to insource routine advisory work.
<i>Complexity/Strategic Judgment</i>	<ul style="list-style-type: none"> The level of ambiguity, negotiation, and strategic nuance required. 	HIGH	<ul style="list-style-type: none"> High-complexity work less likely to be insourced.
<i>Adversarial Context</i>	<ul style="list-style-type: none"> The presence of litigation, regulators, or opposing counsel. 	CRITICAL	<ul style="list-style-type: none"> Adversarial settings reduce likelihood of DIY legal execution.
<i>Institutional Stickiness</i>	<ul style="list-style-type: none"> The durability of firm-client relationship independent of hours. 	MODERATE	<ul style="list-style-type: none"> Firm-anchored relationships preserve revenue base.
<i>Pricing Power</i>	<ul style="list-style-type: none"> The ability to maintain rates despite efficiency gains. 	HIGH	<ul style="list-style-type: none"> High-value advisory could retain more price even if hours compress.

AI Impact | While private equity is seeking entry into existing firms, private capital is also backing net new players

The Future Law Firm Model



Technology-Enabled

- Modern firms are being stood up with best-in-class tools vs. known legacy products
- Requires agile lawyers willing to learn new / cutting edge tools



Equity Layer

- Operating models are structured with room for partner and investor equity on day one
- Room comes from both operating efficiencies and low-frills approach to amenities



Well-Capitalized

- Capital frees up law firms to make smart operational decisions without sweating over cash flow cycles; resulting in:
 - More optimized case selection
 - Significant investment in technology
 - Powerful sales and GTM motion



Augmented Associates

- Embracing AI tools allows partners to do more with fewer, and in some cases, *zero associates*
- Tasks like drafting, summaries, briefs, and contracting are seeing significant displacement



Data-Driven

- Massive mining and indexing of legal data sets is currently underway
- The future law firm will make much more informed decisions on case selection, trial and settlement strategy



Acquisitive

- Combining complementary skillsets and case knowledge will empower law firms to better performance
- Significant cost savings and economies of scale

US Example



PIERSON FERDINAND

Founded: 2024
HQ: New York, NY
Approximate Scale: >\$100m Revenue
Attorneys: 270+
Partners: 250+
AI Partnerships:

- Technology-assisted reviews and eDiscovery
- Leveraging machine learning like semantic and indexing, natural language processing with contract analytics

Select Clients:

AUS Example



Founded: 2018
HQ: Sydney, Australia
Approximate Scale: >\$100m AUD Revenue
Total Employees: 494
Legal Employees: 205
AI Partnerships:

- Automate financial and operational processes using AI
- Deliver scalable and practical solutions for global clients in legal, risk, and data services

Select Clients:

Summary | In summary, the law firm opportunity is real, fast-moving, and will require investors to develop a targeted approach to access

Big questions we need to answer

- 1 Are there large and growing areas of the TAM with acceptable key man and reputational risk?**
- 2 Can sponsors and firms harness AI's potential and mitigate the risk of topline erosion?**
- 3 Will law firm partners underwrite equity upside and other aspects of the PE value proposition?**
- 4 Will sponsors be able to effectuate change and drive enterprise value through MSO models?**
- 5 Is it likely that the law firm asset class will be attractive to second-hold investors?**



Points of Contact

Overview of Stout Strategy

STOUT STRATEGY



We are a strategy consultancy that provides investment diligence and growth strategy services to private equity (PE) firms and Fortune 500 corporates. Our advisory team has supported over 500 M&A deals and led over 1000 corporate growth strategy assessments globally.

AT-A-GLANCE



Leaders across Professional Services rely on us to interpret the “so what” into the “what now,” spur performance, and enable confident decisions in rapidly evolving markets.

STUART FERGUSON

PRESIDENT
STOUT STRATEGY
sferguson@stout.com



Stuart Ferguson has nearly 15 years of strategy and financial consulting experience and is a recognized leader in advising professional services firms.

Prior to joining Stout, Stuart was a Managing Partner at Pointe Advisory. He also led Pointe’s Private Equity practice, specializing in providing both buy- and sell-side commercial diligence services to a mix of middle-market and bulge-bracket private equity sponsors. Stuart has led processes across more than 150 M&A deals, most recently in professional services.

Stuart also has years of experience in supporting leadership teams with prioritizing growth opportunities and developing sustained competitive advantages. In this capacity, Stuart has advised clients across accounting, tax, legal services, risk, IT and AI strategy, and more.

Prior to Pointe Advisory, Stuart worked in Bain & Co’s Private Equity Group and was an accountant at KPMG, specializing in hedge fund tax consulting.

JON FAUBELL

MANAGING DIRECTOR
STOUT STRATEGY
jfaubell@stout.com



Jon Faubell has 10 years of consulting experience, leading processes on more than 50 M&A deals for private equity, venture capital, and strategic buyers/sellers. He specializes in buy-side due diligence, sell-side due diligence, vendor due diligence, and growth strategy. Jonathan’s primary expertise is in professional services (CPA firms, Office of the CFO Advisory firms, and legal services firms), concentrating in top-line acceleration / growth strategy, cost of sales value creation, and compensation structures. He has led growth strategy engagements for some of the largest Fortune 500 companies, helping clients build enduring capabilities for sustained growth.

Prior to joining Stout, Jon was a Principal in Pointe Advisory’s Private Equity and Professional Services practices. Prior to joining Pointe, he spent over five years at Bain & Company, in both its Private Equity Group and General Practice. Prior to joining Bain, Jonathan was a Military Intelligence officer in the U.S. Army, with multiple overseas deployments to Afghanistan and Kosovo. He also sits on the board of directors for a DC-based nonprofit.

Overview of the Piper Sandler Legal Technology Team

Dedicated Industry Coverage

Power Alleys



Jim Roney

Managing Director
Head of Legal & GRC Technology
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Jim Roney is a managing director on the Piper Sandler technology investment banking team. He is based in the firm's Chicago office. Prior to joining Piper Sandler, Roney spent six years at Guggenheim Securities, initially covering IT services before building and leading the legal and GRC technology and services practice.

Roney covers the legal category from end to end – law firms, litigation support and ALSPs through practice management, CLM and eDiscovery software providers. He brings a broad perspective of M&A transactions, having executed deals from <\$100m growth players to >\$10bn established public companies.

Roney graduated from Boston College with a bachelor's degree, earned his Master of Business Administration degree from the University of Michigan and is also a CFA charterholder.



Ethan Sullivan

Director
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Ethan Sullivan is a director in the technology investment banking group at Piper Sandler, based in Boston, Massachusetts. He joined Piper Sandler in March 2025. Sullivan focuses on M&A and private placement transactions in the technology sector, with a focus on vertical market software advisory.

Prior to Piper Sandler, Sullivan spent over a decade at Shea & Company, a software investment bank, where he focused on sell-side and buy-side M&A, private placements and corporate divestitures.

Sullivan received his bachelor's degree in international studies with a concentration in economics from Boston College, where he was also co-captain of the water polo team.

- Archiving & Storage
- Contract Lifecycle Management
- Data Security & Compliance
- eDiscovery
- Information Governance
- Enterprise Legal Management
- Law Firm Practice Management
- Legal Research & Data

- Court Reporting
- Data Forensics & Investigations
- eDiscovery
- Information Governance
- Legal & Compliance Consulting
- Medical Record Retrieval
- Service of Process
- Staffing / Outsourced IT

>\$11B of Aggregate M&A Transaction Value Since 2024

20+ M&A Deals since 2024

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