



## Marisa K. Escalante

Associate

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Marisa's practice focuses on general commercial, corporate and compliance matters within law, business and government. She is also a trained mediator experienced with alternate dispute resolution and mediating different cases in the Circuit Court of Cook County, Illinois.

She has experience in entity formation, contracts, governance, and corporate actions, including private placements and tender offers. In law school she gained experience researching and analyzing complex legal issues—including research for a United Nations Special Rapporteur, drafting state legislative reports for a non-profit, and working in-house at a leading natural gas and electric utility company. Her background and experiences provide the perspective and ability to understand clients' businesses, assess their needs and give practical counsel on a myriad of issues that affect their day-to-day and impact their future. That background and perspective can also be seen in her work drafting the annual Dinsmore and Shohl Proxy Season Guide.

Marisa earned her law degree from Northwestern University Pritzker School of Law. During her time at Northwestern, she served as symposium editor for the Journal of Law and Social Policy and was involved with a multitude of leadership roles and public-spirited student organizations.

### Services

- Corporate & Transactional
- Mergers & Acquisitions
- Capital Markets

### Education

- Northwestern University Pritzker School of Law (J.D., 2017)
  - Journal of Law and Social Policy, symposium editor
  - Public Service Star
- Indiana University Northwest (B.S., *with high distinction*, 2012)
  - Business

## **Bar Admissions**

- Illinois

## **Affiliations/Memberships**

Marisa is a member of the AGC Chicago Chapter of the Association for Corporate Growth.

## **Experience**

### **Guided Long-time Client Through Life Cycle of Company Sale**

We guided our long-time client Pak-Sher, a U.S. manufacturer of innovative carryout and kitchen prep plastic packaging, in its sale to Revolution, a leading plastics provider for closed loop plastic solutions. Our attorneys represented our client through all aspects of the sale process, which included counseling the company's leadership on transitional elements, from personnel changes to shareholder matters. Shareholder matters included drafting a proxy statement in soliciting shareholder approval of the transaction and the ultimate liquidation and dissolution of the company. Post-close, we continued to provide assistance to our client on transaction-related items and the winding-up process, which included drafting a long term plan of complete liquidation and dissolution.

### **Counseled Client Through Principal Exit Plan and Sale of Company**

When the owners of our construction company client were ready to retire and sell their business, we represented and advised the company through the sale process, beginning to end.

### **Counseled Client through Strategic Acquisition of School Transportation Company**

We counseled our client, a privatized school transportation company, during its acquisition of an Illinois-based student transportation service provider for special needs students and their families. This acquisition, a logical next step, extended our client's market presence in Illinois and strengthened its commitment to developing and implementing best practices for transporting special education students. Our team of attorneys performed extensive diligence in preparation of closing, which touched on a multitude of different areas unique to the transaction, such as state and local taxes, and specific to our client's industry, including regulatory requirements. We diligently worked together with seller's counsel to achieve a desired result for our respective clients.

### **Complex ESOP Transaction**

We counseled a global manufacturer of additives for lead acid batteries through a complex ESOP transaction intended to provide liquidity to the company's shareholders. This transaction involved a collaborative team of Dinsmore attorneys across practice groups who worked closely with ESOP trustee counsel, the lender's counsel, and other environmental and financial advisors. The team oversaw the company's due diligence, in particular its specialized environmental due diligence, conducted a tender offer due to the relatively sizeable number of shareholders involved, and constructed the ESOP plan and other ancillary plan documents. We ultimately finalized a plan and consummated the transaction enabling our client to achieve its goal of a sustainable balance between what is best for its business, employees, shareholders, and community.

### **Counseled Client Through Company Acquisition**

We represented an aerosol food product development company in its acquisition of a competitor company. Closing this deal enabled our client to grow their marketing and distribution footprint. We performed due diligence and closing duties for the asset purchase, partnering with our client's general counsel to get the deal done. We ensured they were satisfied with the end result and positioned the company for success to pursue its strategic growth of operations and market share.

### **Represented a Privately-Held Parent Corporation in Forward Triangular Merger**

We assisted our client, a pipe diagnostic and utility locating equipment manufacturer, with their strategic plans to form a wholly-owned subsidiary for the purpose of acquiring its sister company, DeepSea Power & Light, Inc. By way of the transaction, DeepSea Power & Light, Inc. merged with and into the newly formed subsidiary and thereafter became DeepSea Power & Light LLC. We worked closely with our client through each and every necessary and advisable step of the closing and post-closing, including structuring the transaction, entity formation, drafting documents, and preparing notices, empowering the companies to achieve shared success.

### **Represented a Telecommunication Construction Company with Strategic Asset Purchase of Company Operating Broadband Cable Networks in Kentucky**

Our client's newly formed subsidiaries, White Cloud Communications US, LLC and White Cloud OZ, LLC, purchased the assets of a local company operating broadband cable networks throughout Kentucky. This deal enables our client to continue its strategic expansion throughout the greater Midwest and sets up the company for continued future success. Dinsmore worked together with seller's counsel through every step of the transaction, which included several regulatory issues with the Federal Communications Commission and the development, formation, and implementation of a unique ownership structure enabling the company to utilize the benefits of a Qualified Opportunity Fund.

### **Represented Health Care Consulting Firm & Data Analytics Company through Merger**

Our clients HealthScape Advisors, LLC, a health care consulting firm, and Pareto Intelligence LLC, a data analytics company, agreed to a merger with Convey Health Solutions, a health care technology company. Combining their resources enabled the three companies to create a single go-to entity that optimized outcomes and served more than 200 customers, including the nation's leading commercial and government-sponsored health plans. Dinsmore was lead transaction counsel to HealthScape and Pareto.

## **Publications**

January 14, 2019

**A Proxy Season Guide to 2019**

January 5, 2018

**War on Weed: AG Jeff Sessions Creates Reefer Madness**

January 3, 2018

**A Proxy Season Guide to 2018**