



SUSAN S. SCHALLA

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Education

BA, University of Chicago, 1997
JD, University of California at
Los Angeles School of Law,
2003
LL.M, New York University
(Taxation), 2006

Bar Admissions

California, 2003
Washington, 2006

Ms. Schalla went to law school knowing she wanted to be a business attorney. She enjoys working with entrepreneurs who create a positive economic impact by transforming an idea into an employer.

Susan has extensive experience in mergers & acquisitions on both the buy-side and sell-side, having successfully closed transactions with enterprise value up to \$460 million. She has represented private equity firms in acquiring and selling portfolio companies, and has represented businesses in software, medical device, telecommunications, retail, financial services, manufacturing and other industries. Susan counsels business owners through the sale process, weighing the practical risks and benefits of key legal points. She strives to be both an effective and diplomatic negotiator, protecting her clients' interests while understanding that, in some major business transactions, the parties may need to maintain an ongoing constructive working relationship.

Susan acts as general counsel for startups and high-growth companies. She advises entrepreneurs from the earliest stages of company formation, through fundraising efforts as they work with angel investors and venture capital groups, and helps them navigate the business and regulatory environments as their companies scale. Susan works to keep each of her startup clients fundable and acquirable, so they can seize opportunities as they arise.

For investors, Susan performs due diligence on the startup company and negotiates the terms of the investment. She understands the key points of the deal from both the entrepreneur's and investor's perspectives.

After law school, Susan also earned an advanced degree in tax law. Because many business decisions are either tax-driven or can have tax impacts that directly affect the bottom line, she adds value by advising businesses on the tax issues inherent in choice of entity, equity compensation, and transaction structuring. In addition, Susan structures cross-border business expansion into the U.S. and investments in U.S. companies. While other firms need to staff deals with a business attorney and separate tax attorney, Susan efficiently handles both business and tax issues.

Susan also applies her tax experience in estate planning and probate matters. She understands that clients are looking for a trusted advisor who can listen, empathize, and guide them through these complex areas of law.

Susan was previously an attorney with the law firms of Davis Wright Tremaine in Seattle and Bingham McCutchen in Los Angeles.

Representative Transactions

Represented private buyer in acquisition of assets from Basta, Inc., a manufacturer of boat lifts

Represented Grant Peak Capital in the recapitalization of Salumi Artisan Cured Meats, LLC

Represented private company in acqui-hire transaction with Google Inc.

Represented Seattle-based software company Enroute Systems in its sale to Pitney Bowes

Represented national dental lab, Novadent, Inc., in asset sale to Dental Services Group, a portfolio company of Cressey & Company LP

Represented InfoGenesis, provider of information technology for hospitality and foodservice, in sale to Warburg Pincus

Represented private equity firm Freeman Spogli & Co. in acquisition and sale of multiple portfolio companies, including sale of Hudson Respiratory Care to Teleflex

Selected Publications and Presentations

Co-author: "The Entrepreneur's Roadmap: From Concept to IPO," New York Stock Exchange, 2017.

Co-author: "Start-Up Equity Awards: Securities Law Considerations," Practical Law Institute Practice Note, July 2015

"Asset Titling Mistakes in Estate Planning and How to Correct Them," teleconference presentation through National Business Institute, May 2015

Co-author: "Corporate Governance Implications of Nonprofit Executive Compensation," American Health Lawyers Association (Washington, D.C.), March 2009

Professional Associations and Civic Activities

Member, Washington State Bar Association (Business and Tax Sections)

Member, American Bar Association (Real Property, Probate and Trust Section)

Member, Association for Corporate Growth

Member, Northwest Family Business Advisors