



STEPHANIE CHAPMAN
SHAREHOLDER

(405) 552-2396 **DIRECT**
(405) 228-7396 **FAX**
stephanie.chapman@mcafeetaft.com

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TENTH FLOOR
TWO LEADERSHIP SQUARE
211 N. ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102
www.mcafeetaft.com

BIOGRAPHY

Stephanie Chapman's practice is focused on tax planning for businesses and individuals and frequently includes advising clients regarding partnership tax matters, complex business transactions, business succession planning and wealth transfer tax issues. In addition, she regularly advises clients on asset protection and choice of entity issues and structuring.

Stephanie has experience in structuring venture capital transactions and other types of business investments, structuring reorganizations and dissolutions, tax aspects of public and private securities offerings, and qualification for state tax incentives. In addition, Stephanie utilizes a number of sophisticated wealth transfer tax planning techniques in her practice, including sales to intentionally defective grantor trusts, private annuity transactions, grantor retained annuity trusts and valuation discount planning with limited partnerships, limited liability companies and corporations.

Stephanie's achievements have earned her inclusion in *The Best Lawyers in America* (tax law) and *Oklahoma Super Lawyers'* list of "Oklahoma Rising Stars," which recognizes the state's top up-and-coming attorneys.

Stephanie regularly speaks to law students at the various law schools and universities in Oklahoma. She also recently judged the national round of the ABA Client Counseling Competition.

REPRESENTATIVE EXPERIENCE

- Negotiated and organized business structures, including venture capital investments and real estate transactions
 - » Negotiated operating agreements for various businesses, including large construction companies, medical and dental practices, and healthcare companies
 - » Negotiated purchase and sale agreements for asset purchases, stock and ownership interest transactions, and investments in on-going businesses
- Counseled and advised on tax and non-tax issues to business and individuals in asset sales and purchases, stock sales and purchases, and reorganization transactions, including the following:
 - » Representation of buyers and sellers in all aspects of business acquisitions in a variety of business industries, including lumber and building materials, construction, professional services, energy and retail
 - » Representation of publicly held company in multiple transactions involving the sale of individual retail stores or small groups of stores to various buyers during the course of a chapter 11 bankruptcy proceeding
 - » Representation of publicly held company in reverse triangular merger
 - » Representation of family-owned businesses in restructuring and related transactions

- Structured and implemented wealth transfer plans using sales to grantor trusts and grantor retained annuity trusts
- Counseled and advised high net worth families regarding compliance and maintenance of grantor retained annuity trusts
- Counseled and advised clients in connection with resolution of shareholder disputes and other corporate governance issues
- Reformed trusts to resolve ambiguous and inconsistent provisions and to allow for more flexibility while retaining generation skipping tax exemptions
- Represented clients in administrative aspects of federal tax law, including obtaining private letter rulings
- Represented clients in proceedings before the Oklahoma Tax Commission
- Acted as counsel to start up entities, providing tax and general business advice
- Counseled and advised fiduciaries regarding trust investments, including life insurance policies, and general matters
- Provided tax advice regarding settlements to resolve litigation and negotiated settlement agreements to include favorable provisions

ADMISSIONS

- Oklahoma, 2002
- U.S. District Court for the Western District
- U.S. Tax Court

EDUCATION

- LL.M., New York University, 2006 (Taxation); Graduate Editor, *Tax Law Review*; Nina W. Werblow Fellowship; *Tax Law Review* Scholarship
- J.D., with highest honors, University of Oklahoma, 2002; Managing Editor, *Oklahoma Law Review*; Ruth Bader Ginsburg American Inn of Court; Order of the Coif
- B.A., *magna cum laude*, University of Oklahoma, 1998

PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Oklahoma Bar Association (Taxation Section)
- American Bar Association (Tax Section; Fiduciary Income Tax Committee; Partnerships & LLCs Committee)

CIVIC INVOLVEMENT AND LEADERSHIP

- Untitled [Artspace] (Board of Trustees, 2007-2009)
- 2004 Oklahoma Academy for State Goals