



Stephanie L. Zwerner

Associate

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Stephanie's practice focuses on securities and banking regulation compliance, mergers and acquisitions, and general corporate law. She has guided clients through public and private offerings of common stock, preferred stock and debt; public and private merger and acquisition transactions; SEC filings, including Forms S-3, S-4, 10-Q, and 10-K, and proxy statements; and corporate governance matters, including strategic planning, business formation and dissolution, and contract management.

Before attending law school, Stephanie earned her master's in Business Administration and gained experience working in finance and management. She held positions as an office manager, adjunct professor and was chief financial officer of a nonprofit organization.

Stephanie graduated salutatorian from West Virginia University College of Law. She received eight CALI Awards for Excellence and the Thomas M. Chambers Award in Taxation. She served as executive publications editor for the *West Virginia Law Review* and as a judicial extern in the U.S. District Court for the Southern District of West Virginia.

Services

- Banking & Financial Services
- Capital Markets
- Corporate & Transactional

Education

- West Virginia University College of Law (J.D., *magna cum laude*, 2015)
 - Order of the Coif
 - West Virginia Law Review, executive publications editor and Executive Editor of the Year

- Eight CALI Awards for Excellence
- Thomas M. Chambers Award in Taxation
- Indiana Wesleyan University (M.B.A., *cum laude*, 2011)
- Indiana University (B.A., 2008)
 - Political Science

Bar Admissions

- Ohio

Experience

Represented a Nonprofit in its Acquisition of Multiple Properties

We represented American Eagle LifeCare Corporation, a nonprofit corporation that previously owned and operated several senior living facilities, in connection with the acquisition of 17 facilities in eight states. The acquisition was financed from the proceeds of several series of tax-exempt and taxable bonds issued by the Capital Trust Agency, a Florida issuer with the authority to issue bonds to finance projects in multiple jurisdictions. The acquisition presented numerous complicated issues that needed to be addressed, including regulatory, real estate, and business negotiation matters, along with the complexity of completing the acquisition across eight jurisdictions. The financing itself was highly-structured and sophisticated, comprising of 18 borrowing entities organized as an obligated group under a master trust indenture. The acquisition was the largest transaction completed by this client and positions American Eagle LifeCare Corporation to be a significant provider of senior living services in the future.

Counseled Our Client During a Real Estate, Entity Sale

Our client was selling the real estate and operating entities from two nursing homes. We advised our client on the deal's financing, including ancillary loans and real estate transfers, as well as the final sales price.

Publications

February 6, 2017

A Small Price to Pay: Incentivizing Cadaveric Organ Donation with Posthumous Payments

Minnesota Journal of Law, Science & Technology

July 19, 2016

New Bill Clarifies Fiduciary Duties of Corporate and Limited Liability Company Officers in Ohio

January 1, 2015

Better for Business, Better for Justice: Why West Virginia Needs an Intermediate Appellate Court

January 1, 2015

Arbitration, Incorporation, and Forum Selection: Recent Developments in West Virginia Common Law on Contracts