



## Stephen M. Gross

**Member; Co-Chair, Business Restructuring**

**Detroit**

**P: 248.220.1337**



### Practice Focus

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- Business restructuring
- Mergers and acquisitions
- Automotive
- Automotive Restructuring
- Distressed M&A
- Franchise restructuring

Steve is a member and co-chair of the firm's Business Restructuring Department, Chair of the Automotive Practice Group, and was the original managing partner of the firm's Detroit office. For over 35 years, he has been extensively involved in business restructuring matters, corporate acquisitions and divestitures, especially in the automotive industry, other manufacturing businesses and large regional franchisees. Steve has represented business debtors ranging in size from small businesses to large, mid-market, and multi-national auto suppliers in successful restructurings and sales and has also acted as counsel to many of these clients as they grew and expanded after becoming profitably reorganized.

Prior to joining McDonald Hopkins, Steve was the managing partner and founder of Lindahl Gross Lievois. He has authored articles on restructuring issues and has lectured on various restructuring matters.

Steve earned a J.D. from Wayne State University in 1983. He received a B.A. from the University of Michigan at Ann Arbor in 1980.

### Representative Cases/Matters

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- Represented a tier one aerospace supplier with operations in the United States and Mexico in the successful negotiated resolution of contract issues with its primary customer.
- Represented Billnat Corporation dba Sav-On Drugs in the sale of its regional drugstore chain to CVS in a successful 363 sale.
- Represented the Receiver for Royal Oak Industries in the sale of its medical subsidiary as a going concern and the winddown and disposition of its other businesses.
- Represented Lee Steel in the consolidation of its operations and the 363 sales of the restructured business to Union Partners and its excess manufacturing facility to Hilco Industrial and Hilco Real Estate in a transaction fully paying the lender and earning the TMA Chicago/Midwest Small Deal of the Year 2016.
- Represented Futuramic Tool & Engineering Co. in the purchase of Hubert Global Systems, Inc. in an Article 9 Sale

## Stephen Gross

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- Represented Contech Castings, LLC in the sale of its assets to Shiloh Die Cast Midwest, LLC
- Represented the Receiver of Recellular, Inc. in the sale of its assets and business
- Represented Aarkel Tool and Die, Inc. of Canada in the sale of its stock to Zynik Capital Corporation
- Represented SMW Manufacturing, Inc. in its Article 9 acquisition of the assets and business of AZ Automotive.
- Represented Awrey Bakeries, LLC in its going concern Article 9 sale to Minnie Marie Bakers, Inc.
- Represented Kazi Foods of Michigan, Inc., et. al, owner of 140 KFC and other quick serve franchise food restaurants in five states in chapter 11 restructuring culminating in a successful 363 sale that preserved over 2,000 jobs.
- Represented Burlington Technologies, LTD, a Canadian auto supplier in a successful out-of-court restructuring with its OEM customers and its lender.
- Represented GETRAG Transmission Manufacturing LLC - Automotive supplier with \$650 million in debt shut down due to termination of contracts resulting in confirmation of a plan.
- Acted as counsel to Cadillac Casting, Inc. in a successful restructuring via a recapitalization, loan restructuring and obtaining revised terms from its customer.
- Represented Continental Plastics Co. in the acquisition of several distressed auto suppliers, both in and out of bankruptcy, and in its sale to Magna Exteriors & Interiors USA, Inc.
- Represented National Archive Publishing Co. in a successful sale of its manufacturing division to its sole customer and the subsequent sale of its remaining obligations in an Article 9 sale that was the Crain's/ACG "Deal of the Year" for 2009.
- Amcan Consolidated Technologies Corporation and Grenville Castings, Ltd. - Represented companies as special counsel to deal with accommodations with automotive customers in Canadian insolvency proceedings resulting in a successful wind-down of one entity and the sale of the other.
- Tarpon Industries-Acted as counsel to publicly traded Debtors in chapter 11 proceedings resulting in confirmation of plan of reorganization.
- O-J Transport Co., Inc. - Utilized chapter 11 to sell the company in a manner that did not adversely impact the other operations of the parent company, James Group International, Inc., enabling the other operations to continue to grow.
- Represented Mayco Plastics, Inc. A multi-location plastics supplier to the automotive industry in a successful chapter 11 section 363 sale and plan confirmation.
- Gonzalez Design Group - Represented the company's printing affiliate in a wind down that was accomplished in a manner that did not impact the other businesses' continuing operations and represented the remaining entities in the restructuring of its secured debt so that its debt service was in line with its funds flow.
- UniBoring Company, Inc. - Represented the company in a successful stand alone chapter 11 reorganization in the early in 1980's, acted as its corporate counsel as it grew through the late 1980's and the 1990's, and represented it in a chapter 11 proceeding in 2004, which culminated in a successful 363 sale and plan confirmation.
- Engineered Plastic Products, Inc. - Represented the company, a multi-state tier one auto supplier, in its chapter 11 process, which resulted in a successful wind down and confirmation of a chapter 11 plan after a sale as a going concern could not be culminated.
- Rush Trucking Corporation - Represented the company in its original acquisition of the work of Wolverine Transport Co., as well as the purchase of other distressed transportation suppliers both in and out of

## Stephen Gross

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bankruptcy.

- Represented Nationwide Communications, Inc., the largest privately held owner of payphones in Michigan, Ohio and Wisconsin in its successful chapter 11 section 363 sale.
- Represented the Unsecured Creditors Committee for Eagle Trim, a tier one automotive supplier subsidiary of Eagle Picher, which successfully completed a sale and confirmed its plan.
- Served as counsel to the Unsecured Creditors Committee of PLC Fountainwalk, a large suburban mall with over \$55 million in secured debt in a greatly undersecured situation that resulted in a distribution to unsecured creditors.
- Represented Buffalo Molded Plastics dba Andover Industries, a tier one plastic injection molder with plants in three states, in its successful section 363 sale.

### Reported Cases

- In re Spearing Tool & Mfg. Inc. 171 B.R. 578 (Bankr. ED Mich. 1994).
- In re F&M Distributors 197 B.R. 829 (Bankr. E.D. Mich. 1995).
- In re Mayco Plastics, Inc., 379 B.R. 691 (Bankr. E.D. Mich. 2008).
- In re Mayco Plastics, Inc., 389 B.R. 7 (Bankr. E.D. Mich. 2008).

### Admissions - Court

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- U.S. Court of Appeals for the 6th Circuit
- U.S. District Court for the Eastern District of Michigan

### Admissions - State

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- Michigan

### Education

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- University of Michigan at Ann Arbor
- Wayne State University

### Honors and Awards

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- Lawdragon 500 Leading U.S. Bankruptcy and Restructuring Lawyers (2020)
- Designated "Lawyer of the Year" in Detroit for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law by *Best Lawyers in America* (2017)
- TMA Chicago/Midwest Small Transaction of the Year for Lee Steel restructuring and sale (2016)
- AV Peer Review Rated by Martindale-Hubbell
- Selected for inclusion in *Michigan Super Lawyers* (2006-2020)
- Named one of the *Best Lawyers in America* (2011-2021)
- Honored by Best Lawyers as a Lawyer of the Year for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law (2020)
- Winner of *Crain's Detroit Business* 2013 "Best Deal of the Year under \$100 Million" Award for restructuring

## Stephen Gross

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and sale of Kazi Foods

- Named DBusiness Top Lawyer (2014, 2016, 2017, 2018, 2019)

### Professional Membership

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- Bankruptcy Court for the Eastern District of Michigan (Local Rules Advisory Committee)
- State Bar of Michigan (Member, Creditor/Debtor Committee of Business Law Section)
- Detroit Metropolitan Bar Association (Member, Creditor/Debtor Committee)
- Federal Bar Association (Member, Detroit Chapter of Bankruptcy Section)
- American Bankruptcy Institute
- Turnaround Management Association
- Original Equipment Supplier Association
- Association for Corporate Growth

### Public Service and Volunteerism

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- Chairman of Board of Regents Orchard Lake Schools (Seminary and St. Mary's Preparatory School)

### Alerts

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- R-E-L-I-E-F for small business debtors: CARES Act and SBRA
- Michigan's Uniform Commercial Real Estate Receivership Act: Creating clarity or new issues?
- Restructuring Professionals - Is it time to rewrite your retention agreements?

### Blog Posts

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- Corporate directors and officers and fiduciary duties in the COVID 19 world: Same duties, but much more to do
- So your business temporarily closed - now what do you do?
- COVID-19 pandemic should cause businesses to review their business-interruption insurance coverage
- Coronavirus: A force majeure in the automotive supply, or just another supply chain dispute?
- Use that non-exclusive license to control your supplier's Chapter 11 bankruptcy restructuring
- Disruptive change is here in the auto industry
- Unintended consequences of tax reform: Nonprofits pay more for existing bond debt
- Alternatives to bankruptcy for a medical marijuana business
- The American steel industry is facing a crisis
- Chapter 11 for colleges and universities: The time is now to remove the ban

### News

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- Nine McDonald Hopkins attorneys recognized as Michigan Super Lawyers and Rising Stars
- Lawyer of the Year honorees Riley and Welin among 42 McDonald Hopkins attorneys recognized as 2021 Best Lawyers
- 41 attorneys from McDonald Hopkins recognized as 2020 Best Lawyers®

## Stephen Gross

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- Eleven attorneys at McDonald Hopkins honored as Michigan Super Lawyers and Rising Stars
- 35 attorneys at McDonald Hopkins selected for inclusion in Best Lawyers® 2018
- 39 attorneys at McDonald Hopkins selected for inclusion in Best Lawyers 2017
- "GM avoids production disruption with supplier agreement"
- Twelve attorneys at McDonald Hopkins honored as Michigan Super Lawyers and Rising Stars
- 41 attorneys at McDonald Hopkins selected for inclusion in Best Lawyers® 2016
- "Lee Steel assets draw interest ahead of auction," Steve Gross quoted in American Metal Market Daily

### External Publications

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- "Lee Steel assets draw interest ahead of auction," *American Metal Market Daily*, quoted in a June 17, 2015 article.
- "Bankrupt KFCs Fetch a Good Price," *Restaurant Finance Monitor*, quoted in a February 24, 2012 article.
- "How to preserve the value of your business in a struggling economy," *Smart Business*, February 2011.
- Co-author, "Reclamation Rights - Still Essentially Worthless," *Dow Jones Daily Bankruptcy Review*, May 2007.
- Author, "Automotive Insolvencies: Access and Accommodation Agreements," *The Bankruptcy Strategist*, Volume 24, Number 3, January 2007.
- Author, "Reorganizing an LLC in Chapter 11: A Tax Trap For the Unwary," Oakland County Bar Association Periodical *LACHES*, April 2001.
- Author, "Michigan's New Fraudulent Transfer Act," Oakland County Bar Association Periodical *LACHES*, May 2000.

### Events

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- Everything You Ever Wanted to Know about Accommodation Agreements But Were Afraid to Ask | Wednesday, October 28, 2020
- Managing Cash During Covid: Strategies for Restructuring | Thursday, October 1, 2020
- Navigating Troubled Waters For Higher Education : Liquidity Management & Bank Covenants | Thursday, June 25, 2020

### Speaking Engagements

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- Panelist, Everything You Ever Wanted To Know About Automotive Accommodation Agreements, But Were Afraid To Ask, Turnaround Management Association, 2020
- Panelist, Workout from the Borrower's Perspective, Turnaround Management Association, 2020
- Panelist, Cash is King!! Managing Cash During Covid: Strategies for Restructuring, Private Directors Association, 2020
- Panelist, National Conference of Bankruptcy Judges on automotive insolvencies, 2019
- Panelist, TMA Great Lakes Conference, Automotive Industry Panel, 2019
- Panelist, Challenges in the oil and gas industry: A briefing for accountants, McDonald Hopkins Business Hour, 2015
- Panelist, Death of Chapter 11, Turnaround Management Association, 9th Annual Spring Conference, 2013

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- Moderator/Panelist, Restructuring in the Restaurant and Franchising Industries, American Bankruptcy Institute, Central States Conference, 2012
- Presenter, 2010 LLC and Business Entity Update, Institute of Continuing Legal Education
- Presenter, Ethics and Fee Issues Panel, American Bankruptcy Institute, Central States Conference, 2009
- Panelist, Investment & Financing Issues, Automotive Conference, Turnaround Management Association, 5th Annual Spring Conference, 2009
- Panelist, Dealing with Distressed Developers, Turnaround Management Association, 4th Annual Spring Conference, 2008
- Moderator, 2006 American Bankruptcy Institute Central States Conference Panel on Automotive Insolvencies
- Presenter, Seminars on Bankruptcy Law 1996, 1997 and 2000, Oakland County Bar Association
- Lecturer, Creditors' Rights Seminar, 1994 and L.L.C. Seminar, 1995, Institute of Continuing Legal Education