



Scott N. Opincar

**Member
Cleveland
P: 216.348.5753**

Practice Focus

- Healthcare restructuring
- Mergers and acquisitions
- Creditors' committees
- Business restructuring
- Colleges and universities
- Financial services
- Receivership
- Franchising, licensing, and distribution
- Energy restructuring
- Distressed M&A
- Real Estate Recovery Team

Scott is a member of the Business Restructuring Services Department, concentrating his practice in the areas of complex bankruptcy proceedings, debt restructurings, creditor's rights and sales of financially troubled businesses. Before joining the firm in 2003, Scott was associated with a large law firm in Cleveland, Ohio, where he provided legal counsel to financial institutions, secured and unsecured creditors, borrowers, and debtors. His experience includes representing clients in all aspects of bankruptcy proceedings, including asset sales, executory contracts, unexpired leases, intellectual property, stay issues, and prosecution and defense of adversary proceedings.

Scott is also co-chair of the firm's Franchise, Licensing and Distribution Practice Group. He facilitates franchise and distribution relationships, on behalf of both franchisors and franchisees, and frequently counsels clients concerning long-term contracts, licensing agreements, and royalties. Scott has extensive experience with enforcement and dispute resolution, and assists clients with the complex procedures of obtaining new or replacement financing, modifying existing arrangements, managing work-outs, and counseling through reorganization.

Additionally, Scott is co-chair of McDonald Hopkins' Professional Development Committee.

Scott earned a J.D. from Cleveland-Marshall College of Law in 1994. He received a B.A. from the University of Akron in 1991.

Representative Cases/Matters

Reported Cases:

- In re Pittsburgh-Canfield Corporation, 305 B.R. 688 (Bankr. N.D. Ohio 2003); affirmed by *Yenkin-Majestic Paint Corporation v. Wheeling Pittsburgh Steel Corporation*, 309 B.R. 277 (B.A.P. 6th Cir. 2004)
- *Interstate Gas Supply, Inc. v. Wheeling Pittsburgh Steel Corporation*, 283 B.R. 231 (Bankr. N.D. Ohio 2002)

Representation of borrowers, creditors (secured and unsecured), creditors' committees, debtors, and trustees in reorganization, in bankruptcy, workout and state-related proceedings, including proceedings for the following:

- SG Blocks, Inc, et al, publicly traded builder of modified shipping containers (Counsel to DIP lender and Plan Sponsor)
- Quaker Steak and Lube, owner, operator and franchisor of over 65 casual dining restaurants (Debtors Counsel)
- In re Duke and King Acquisition, owner and operator of 92 Burger King Restaurants (Debtors' Counsel)
- In re Omega Pultrusions, Incorporated (Counsel to Purchaser of Assets)
- Cleveland-Based Tier 1 automotive parts manufacturer (Out-of-Court Restructuring; Counsel for Debtor)
- Ravenna, Ohio-Based Tier 1 and Tier 2 automotive parts manufacturer (Out-of-Court Restructuring, Counsel for Debtor)
- In re Republic Engineered Products LLC, et al. (Debtors)
- In re DeVlieg Bullard II, Inc. (Debtor)
- In re Greystone Holdings, LLC, et al. (Debtors)
- In re Wheeling-Pittsburgh Steel Corporation, et al. (Debtors)
- AFA Foods, Inc., et al. (Counsel to Committee of Unsecured Creditors)
- Franciscan Communities St. Mary of the Woods, Inc. (Counsel to Committee of Unsecured Creditors)
- Waco Scaffolding & Equipment (Counsel to Committee of Unsecured Creditors)
- U.S. Concrete, Inc., et al. (Counsel to Committee of Unsecured Creditors)
- Barzel Industries, et al. (Counsel to Committee of Unsecured Creditors)
- FormTech Industries, et al. (Counsel to Committee of Unsecured Creditors)
- B&C Corporation, et al. (Counsel to Committee of Unsecured Creditors)
- Medina Glass Block, Inc., et al. (Counsel to Committee of Unsecured Creditors)
- In re Excello Engineered Systems, LLC (Counsel to Committee of Unsecured Creditors)
- In re Whitlatch & Co. (Counsel to Committee of Unsecured Creditors)
- In re Ideal Electric Company (Counsel to Committee of Unsecured Creditors)
- In re The Central Brass Manufacturing Company (Counsel to Committee of Unsecured Creditors)
- In re ProCare Automotive Services Solutions, LLC (Counsel to Committee of Unsecured Creditors)
- In re Amcast Industrial Corporation, et al. (Counsel to Creditors' Committee and Liquidation Trust)
- In re Jernberg Industries, Inc., et al. (Chair of Creditors' Committee)
- In re Federal Forge, Inc. (Counsel to Creditors' Committee)
- In re Rood Trucking Company, Inc. (Counsel to Creditors' Committee)
- In re Gliatech, Inc., et al. (Counsel to Creditors' Committee)
- In re Genvac Aerospace Corp. (Counsel to Creditors' Committee)
- The PIE Mutual Insurance Company (Counsel to Liquidator)
- Automatic Welding and Manufacturing Co. (Counsel to Receiver)

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- AC Producers, Inc (Counsel to Receiver)
- Cleveland Imported Groceries & Wines, Inc (Counsel to Receiver)
- Ohio Energy Specialties Inc. (Counsel to Receiver)
- T&J Acceptance Corporation (Counsel to Receiver)
- Columbia Prospect LLC (Counsel to Receiver)
- Arrow Machine Company (Counsel to Receiver)
- Computer Systems Company (Counsel to Receiver)
- Fifth Third Bank (Various Workout Matters and Receiverships)

Admissions - Court

- Sixth Circuit Court of Appeals
- U.S. District Court for the Eastern District of Wisconsin
- U.S. District Court for the Northern District of Illinois
- U.S. District Court for the Southern District of New York
- U.S. District Courts for the Eastern and Western Districts of Michigan
- U.S. District Courts for the Northern and Southern Districts of Ohio
- US District Court for the Western District of Pennsylvania

Admissions - State

- Ohio

Education

- Cleveland-Marshall College of Law
- University of Akron

Honors and Awards

- Selected for inclusion in *Ohio Super Lawyers* (2010, 2012-2021)
- Selected for inclusion in *Ohio Rising Stars* (2006)
- Named leader in Ohio Bankruptcy/Restructuring - *Chambers USA* (2012-2021)

Professional Membership

- Cleveland Metropolitan Bar Association (2012 Chair of the Commercial and Bankruptcy Law Section, Chair of 2009 Chapter 11 Seminar)
- Turnaround Management Association, President-Elect of the Ohio Chapter (2013-2014), Ohio Board Member and Chair of Membership Committee
- Ohio State Bar Association (Council of Delegates 2000-2004 and 2004-2006)
- International Franchise Association

Public Service and Volunteerism

- Holy Name High School, Vice Chair, Board of Directors

Alerts

- US Treasury posts additional guidance on Paycheck Protection Program
- SBA issues final interim rule for Paycheck Protection Program
- CARES Act: An early analysis of the historic Coronavirus Aid, Relief and Economic Security Act
- Restructuring Professionals - Is it time to rewrite your retention agreements?
- Ohio's receivership laws receive dramatic changes

Blog Posts

- Portal is open for \$28.6B Restaurant Revitalization Fund Grants
- SBA launches portal to begin accepting Shuttered Venue Operators Grant applications on April 8
- Congress approves \$28.6 billion Restaurant Revitalization Fund
- Impact of SBA PPP loans on loan covenants
- The Biden Administration and its impact on franchising in 2021
- Disclosing financial performance representations in franchise disclosure documents during the COVID-19 pandemic
- US Treasury issues guidance on the Paycheck Protection Program
- CARES Act: Summary of SBA provisions
- Navigating through economic instability and COVID-19: SBA economic injury disaster loans
- The impact of the coronavirus on restaurants
- Proposed revisions to tip credit regulations will impact employers
- New Fair Warning Act of 2019 would impact more small businesses
- Restaurant Performance Index - April
- Domino's Pizza's website and app must be accessible to the blind
- Is your trade dress and décor protected by trademark laws?
- Revenue from contracts with customers rule becomes effective for non-public and public franchisors
- Understanding financial covenants in loan documents
- Applebee's second largest franchisee wins crucial franchise termination dispute
- Beware of partial and elliptical disclosures to stockholders in M&A transactions
- New tip pooling rules scale back 2011 Obama-era Regulations
- 4 FAQs related to the sale or transfer of liquor permits in Ohio receivership and bankruptcy cases
- 2018 franchise business economic outlook
- SBA establishes new franchise directory
- Lis Pendens and its Impact on Buyers and Sellers of Real Property
- Republicans hold a majority on NLRB for first time in 9 years
- A receiver is neither a Chapter 11 trustee nor a debtor-in-possession
- Can you take back your franchise contract?
- Are negotiations before a franchise agreement was finalized admissible?
- What makes a liquidated damages provision reasonable?
- Franchisor not intended beneficiary for mandatory mediation in franchisee equity dispute

- Wendy's 3-year battle with franchisee resolved through sale of 140 restaurants
- Who pays capital gains taxes in corporate Chapter 11 liquidating asset sales?
- 2 approaches to the sale of assets in liquidating Chapter 11 cases
- Federal court upholds Volvo's auto dealer bonus program
- Cancellation of debt income and its impact on loan workouts
- Amendments to Ohio's Law Governing Motor Vehicle Franchise Agreements Take Effect on September 14, 2016
- Is the restaurant industry in a recession?
- Have you protected your lien rights?
- Specific issues impacting oil and gas bankruptcy cases
- Is a receiver liable for federal income taxes?
- 3 bankruptcy options for small business owners
- 6 steps restaurant operators need to take to prepare for the proposed new overtime rules
- 6 hot issues facing the franchise industry in 2016
- Do Court-Appointed Receivers Have Judicial Immunity in Ohio?
- Small Business Bankruptcy Cases: A Viable Option
- The House passes the Save American Workers Act despite the threat of a veto

News

- McDonald Hopkins recognized in Chambers USA 2021 Rankings
- 15 McDonald Hopkins attorneys selected to 2021 Ohio Super Lawyers and Rising Stars list
- McDonald Hopkins recognized in Chambers USA 2020 Rankings
- McDonald Hopkins recognized in Chambers USA 2019 rankings
- Seventeen attorneys at McDonald Hopkins named 2019 Ohio Super Lawyers and Rising Stars
- McDonald Hopkins Recognized by Chambers USA 2018
- 22 attorneys at McDonald Hopkins named 2018 Ohio Super Lawyers and Rising Stars
- McDonald Hopkins Recognized by Chambers USA 2017
- TMA Ohio Chapter announces 2016 award winners
- 24 attorneys at McDonald Hopkins named Ohio Super Lawyers and Rising Stars
- Seven McDonald Hopkins Attorneys Recognized by Chambers USA 2015
- "State courts grow in popularity as forums for liquidations," Scott Opincar quoted in The Deal

External Publications

- Author, "The Challenges of Restructuring Continuing Care Retirement Communities," Turnaround Management Association Newsletter, April 2012
- Co-Author, "Identifying Restructuring Concerns for Troubled Franchisees," Turnaround Management Association Newsletter, June 2010
- Co-Author, "The ISDA Agreement - Key Document Considerations in Today's Market," The RMA Journal, December 2009
- Author, "Swap Agreements, Forward Contracts and the Bankruptcy Code Provisions That Apply to Them," Turnaround Management Association Newsletter, June 2009
- Author, "The Bankruptcy Reform Act Two Years Later," Cleveland Bar Journal, February 2008

- Author, "Recent Changes to Ohio's Mechanic's Lien Laws," Cleveland Bar Journal, October 2007
- Co-author, "Sales Free and Clear and Real Property Interests," Dow Jones Daily Bankruptcy Review, February 2007
- Various blog articles and posts

Events

- Stabilizing Your Business In The COVID-19 Era | Wednesday, March 25, 2020
- Paving the Path to a Distressed M&A Acquisition | Wednesday, October 23, 2019
- Tariffs and Their Impact on Business | Thursday, April 25, 2019
- 2019 Business Outlook | Thursday, January 31, 2019
- Debt Collection, Bankruptcy & the Ohio Receivership Law | Saturday, December 1, 2018
- Economic Summit | Wednesday, November 14, 2018
- Receiverships in Ohio: Understanding the new legislative amendments | Wednesday, April 29, 2015

Speaking Engagements

- "Workout Banker Panel," TMA Northern Ohio Chapter, April 2021
- "TMA Ohio Bankers Panel," May 2020
- "Structured Dismissals and Chapter 11 Exit Strategies," Cleveland Metropolitan Bar Association, June 2016
- "Treatment of Executory Contracts in Bankruptcy," Cleveland Metropolitan Bar Association, May 2012
- "Recent Court Cases Impacting Bankruptcy," Turnaround Management Association Meeting, March 2012
- "Ethical Considerations in Pursuit of Client Representations," Cleveland Metropolitan Bar Association, May 2011
- "Creditors' Remedies," Ohio State Bar Association seminar, March 2011
- "Negotiating Bankruptcies, Workouts, and Turnarounds," Cleveland Metropolitan Bar Association and Turnaround Management Association program, November 2010
- "Creditors' Remedies," Ohio State Bar Association seminar, May 2010
- "Representing the Average Creditor In and Out of Bankruptcy," Ohio Bar Association seminar, November 2009
- "Auto Dealers in Today's Market: Where the Rubber (Leaves the Lot) and Meets the Road," Turnaround Management Association Meeting, April 2009
- "Alternatives to Bankruptcy," Turnaround Management Association's 12th Annual Business Workshop, December 2008
- "Director Liability," Turnaround Management Association's 11th Annual Business Workshop, December 2007
- "Representing the Average Creditor In and Out of Bankruptcy," Ohio Bar Association seminar, May 2007
- "Real Estate Interests That Are Impervious to Bankruptcy," American Bankruptcy Institute's Spring Conference, Washington, D.C., April 2007
- "The Economy of 2007," Turnaround Management Association's 10th Annual Business Workshop, December 2006
- "Representing the Average Creditor," Ohio State Bar Association seminar, May 2006
- "Significant Provisions of the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005,"

National City Bank, Cleveland, Ohio, October 2005

- “How Bankruptcy Impacts Workouts,” Cleveland Bar Association, Cleveland, Ohio, September 2005
- “Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 -- Chapter 1,” Cleveland Bar Association, Cleveland, Ohio, July 2005