

# MILLER JOHNSON Attorneys



**ROBERT D. WOLFORD**

Managing Member  
Grand Rapids  
616.831.1726  
616.988.1726 fax  
wolfordr@millerjohnson.com

Bob Wolford serves as one of the firm's Managing Members and has been practicing law since 2001. He is a corporate lawyer who represents automotive suppliers and other manufacturers in transactions, business and supply chain matters, as well as debtors, purchasers of assets and other interested parties in turnaround and insolvency matters.

**Mergers & Acquisitions/Transactions**

Mr. Wolford regularly represents buyers and sellers throughout the country in mergers, acquisitions of stock or assets, MBOs, recapitalizations, reorganizations, private equity investments and other transactions. He has significant experience advising closely-held and family owned businesses, private equity funds and family offices in all sizes of transactions.

**Automotive/Manufacturing Supplier Representation**

Mr. Wolford has extensive experience representing suppliers in the automotive and manufacturing industries. He has successfully assisted his clients in numerous supply chain disputes to both enforce their contractual rights and ensure an uninterrupted supply to applicable OEMs. He has assisted suppliers in negotiating resolutions to various commercial issues with their customers and downstream suppliers. Mr. Wolford has also advised many clients in the negotiation of Accommodation and Access Agreements with various OEMs and Tier I suppliers, in the use of demands for adequate assurance of future performance under the Uniform Commercial Code (UCC) and the enforcement of rights under the Michigan Special Tools Lien Act and Mold Lien Act.

**Corporate Counseling/Commercial Contracting**

Mr. Wolford also serves as the outside general counsel to many businesses and family offices, advising them on both their day-to-day and long-term business strategies and interests, including succession, growth and restructuring objectives. He regularly counsels businesses and

individuals through the negotiation and drafting of contracts supporting all types of commercial transactions, including contracts for the purchase and sale of businesses and business assets, employment agreements, vendor agreements, financing agreements, business management agreements and others. He has been responsible for negotiating and drafting numerous sets of terms and conditions regarding the purchase and sale of goods and has extensive expertise in UCC Article 2 and “Battle of the Forms” issues.

### **Workouts and Bankruptcy**

Mr. Wolford has extensive experience with all constituents, but generally debtors and creditors committees in insolvency. Given Miller Johnson’s intentional limitation of its representation of lenders, Mr. Wolford has represented and counseled many borrowers and debtors in negotiating forbearance agreements, restructuring plans, and creative solutions that preserve going concern values and opportunities. In bankruptcy situations, Mr. Wolford has represented secured and unsecured creditors, debtors, creditors’ committees, and trustees. He has also resolved hundreds of preference claims brought against creditors.

Mr. Wolford structures transactions for purchasers of distressed businesses and assets, which includes addressing successor liability issues. Mr. Wolford counsels clients on effective methods for protecting security interests that can withstand attack in future debtor bankruptcy proceedings.

Mr. Wolford has also effectively assisted many privately held businesses with distressed operations in winding down operations, liquidating and negotiating with lenders and other constituencies with respect to both the company debt and the outstanding personal liabilities of the owners.

### **Representative Projects**

- Mr. Wolford represented a Connecticut-based private equity group in the acquisition of a Tier I automotive supplier and the related debt and mezzanine financing (~\$60-\$80 million)
- Mr. Wolford represented a family-owned manufacturer in the sale of its stock to a family office (~\$15-\$25 million)
- Mr. Wolford represented a private-Tier I automotive supplier in the strategic acquisition of another Tier I automotive supplier and related recapitalization (including senior and mezzanine debt financing ) (~\$75-\$85 million)
- Mr. Wolford represented the shareholders of a large retirement community in a strategic sale process and sale to a private equity operator and REIT (~\$60-\$70 million)
- Mr. Wolford represented a European-based Tier I automotive supplier in the acquisition of Tier II supplier with operations in California, Georgia and Mexico (~\$4-\$6 million)

- Mr. Wolford represented a large fruit distributor in the resolution of its credit facility and its related strategic sale to a family office (~\$15-\$25 million)
- When a middle-market auto parts manufacturer began to experience a financial crisis, Mr. Wolford represented the manufacturer in negotiating with the manufacturer's customers, lenders and a potential suitor to ensure a sale of the manufacturer as a going-concern on an out-of-court basis, maximizing the value of the company's assets for the benefit of all constituencies. (~\$30-\$40 million)
- 
- Mr. Wolford represented a group of investors holding several billion dollars in residential mortgage backed securities in the Residential Capital Chapter 11 proceedings.
- Mr. Wolford represented a large automotive supplier in a complete redrafting of their purchasing documentation.
- Mr. Wolford represented a large regional office equipment company in the \$20 million sale of their assets to a strategic buyer.
- Mr. Wolford represented the world's leading manufacturer of jukeboxes, which had accumulated more than \$100 million in debt, and also had union, pension, retiree benefit, and environmental issues. Mr. Wolford assisted in working with company management, lenders, investment bankers, and other constituencies, in structuring a Chapter 11 sale followed by a plan of liquidation that resulted in a sale of the company's business on a going-concern basis within 75 days after the bankruptcy filing and at a price significantly higher than that offered by the initial "stalking horse" purchaser.
- Mr. Wolford represented a large independently-owned truck stop chain, which had accumulated more than \$8 million in debt, and also had disputes with former shareholders, tax and environmental issues. He assisted in working with the company, its lenders and other creditors in structuring a Chapter 11 plan which, once confirmed, allowed the company to continue its operations and seek a strategic purchaser.
- Mr. Wolford represented a large national equipment lessor on a multi-million dollar equipment lease, uncovering a significant equipment leasing fraud involving approximately \$100 million in equipment leases. He assisted in obtaining the immediate appointment of a receiver and, subsequently, representing the receiver as special counsel in expanding the receivership to include the principals and affiliated entities involved in the fraudulent enterprise.

- Mr. Wolford represented a large regional bank in obtaining a receivership of the shareholder interests that controlled a group of telecommunications companies whose assets secured loans of approximately \$75 million, facilitating the sales of those companies.

### **Professional Affiliations, Activities and Honors**

Mr. Wolford currently serves as the Secretary and Legal Counsel to the Economic Club of Grand Rapids. He is only the third person to hold this role in the Club's history.

Mr. Wolford is one of the founders of the West Michigan Chapter of the Turnaround Management Association and during his period of service on its board, it grew from a start-up to nearly 100 members. He is also a Past President of the Chapter.

In 2013, Mr. Wolford was one of West Michigan's young professionals being honored by the *Grand Rapids Business Journal* in their "40 Under Forty." Criteria for consideration included accomplishments, and professional and community board contributions, as well as volunteer activity.

In 2011 Mr. Wolford was named one of the inaugural Fellows of the Leadership Council on Legal Diversity, a professional organization comprised of Fortune 500 companies and Top 250 law firms in an effort to foster diversity in opportunities at all levels of legal employment.

Mr. Wolford was named an "Up and Coming Lawyer" by *Michigan Lawyers Weekly* in 2009. He is named as a Michigan "Super Lawyer" in Bankruptcy & Creditor/Debtor Rights and was a Super Lawyers-Rising Stars for Bankruptcy & Creditor/Debtor Rights in 2009, 2012, and 2013. Mr. Wolford is listed in the "Best Lawyers in America®" for Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law, Closely Held Companies and Family Businesses Law and Business Organizations (including LLCs and Partnerships). He is AV rated (the highest possible rating) by Martindale-Hubbell's Peer Review Rankings.

Mr. Wolford is also involved in several professional associations, including the American Bar Association, the American Bankruptcy Institute, the State Bar of Michigan, the Grand Rapids Bar Association, and the Federal Bar Association.

### **Articles and Presentations**

Mr. Wolford has been frequent speaker on subjects ranging from transactions and commercial contracting matters, dealing with troubled companies, loan workout issues, the impact of amendments to the Uniform Commercial Code and Bankruptcy Code, and fraud on lenders. Additionally, Mr. Wolford is the author of articles on subjects such as automotive and manufacturing supply chain issues, demands for adequate assurance of future performance,

doing business with troubled companies, defending preference claims, the Special Tools Lien Act and Mold Lien Act, addressing employee embezzlement/dishonesty and other subjects.

### **Community Activities**

Mr. Wolford is a Past President of the East Grand Rapids Public Schools Board of Education and currently serves on its Board. He also serves on the Boards of Frederik Meijer Gardens & Sculpture Park and The Right Place. He volunteers as legal counsel to the Grand Rapids Urban League, ArtPrize and several other community organizations. He is also currently a member of the Grand Rapids Downtown Rotary Club, the CEO Council for Talent 2025 and the Economic Club of Grand Rapids. Mr. Wolford has served as a board member of the Urban Institute for Contemporary Arts and for Festival of the Arts.

### **Education/Personal**

Mr. Wolford received his law degree, *cum laude*, from Wayne State University in 2000 and received his undergraduate degree from the University of Michigan in 1996. He is admitted to practice in all Michigan state, federal, and appellate courts. He is married to Tracy, a second grade teacher, and they have three sons (ages 8, 9 and 11).

Arena Place  
45 Ottawa Ave SW  
Suite 1100  
Grand Rapids, MI 49503

Radisson Plaza Hotel & Suites  
100 West Michigan Ave  
Suite 200  
Kalamazoo, MI 49007

DuMouchelles Building  
409 East Jefferson Ave  
Fifth Floor  
Detroit, MI 48226

[www.millerjohnson.com](http://www.millerjohnson.com)