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Sector Experience

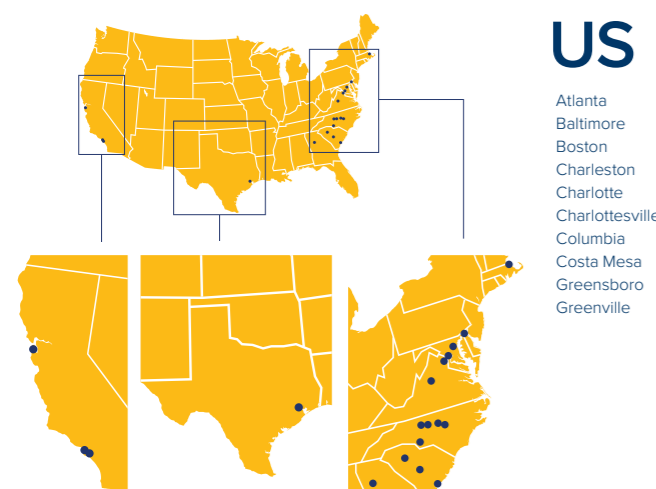
Hospitality and Leisure



Overview of our firm and capabilities

 **27** Locations across the UK and US

More than  **400** Partners **1,000** Lawyers



Our sectors



Representing more than **250** Publicly Traded Companies in the US and UK

 **+170** Chambers rankings

 **UK Top 20** Law firm

 **US Top 80** Law firm

 **Global Top 100** Law firm by revenue

January 2019

Introduction

In the world of hospitality and leisure, the challenges and opportunities are as diverse as the businesses that make up the sector. That's why Womble Bond Dickinson provides our clients with a diverse team of lawyers deeply familiar with the sector.

Our hospitality team has significant industry knowledge, built up over many years working with clients involved in hotel and restaurant development, ownership, financing, franchising, operations and third-party management.

Our hospitality team includes:

- **Real estate lawyers** who routinely represent clients in the development, franchising, acquisition, management and financing of hotels and restaurants.
- **Commercial lawyers** experienced in advising on supply chain contracts, outsourcing, payment services and data protection.
- **Advertising and Marketing Regulatory Lawyers** advising on food safety, health & safety and fire safety regulations.
- **Transactional lawyers** experienced in negotiating franchises, leases and management agreements.
- **Employment lawyers** who work with hotel and restaurant owners on employment matters arising in a field which is labor intensive
- **Tax lawyers** whose practices focus on incentives and historic and new market tax credits, sales and use tax, hotel/motel tax and joint venture structuring issues.
- **Franchise lawyers** adept at negotiating license agreements with international brands.
- **Litigators** well-versed in common issues arising in hotel and restaurant construction and operations.

Claire Wilkinson
Partner, Leeds
T: +44 (0)113 290 4365
E: claire.wilkinson@wbd-uk.com



Our hospitality team have deep experience in and knowledge of the industry, which enables them to provide industry knowledge and cost-effective service to our hotel and hospitality clients.

Our clients

Womble Bond Dickinson is the law firm of choice for hospitality who trust us to protect their reputation and assets.

These include:

Accolade Wines

Accor

Ambassador Theatre Group

Beamish Museum Limited

Belmond Orient Express

Carlsberg

Carnival

Clifton Hotels Group

Colgate Palmolive

Davy's Wine Bars

Enterprise Inns

GLH / Thistle

Helmsley Hospitality Group

Hilton

Host Hotels

Ladbrokes Coral

Nare Hotel Company

Nova International

Novamatic Gaming Industries

Parkdean Holdings

Parkdean Resorts

Pearmain Pubs Limited

Procter & Gamble

The Old Brewery MCC

YOLO Leisure & Technology Ltd

Welcome Break

Whitbread

World Duty Free

What can our hospitality team advise you on?

Ownership and investment

- The structuring of investments and funding of schemes
- Acquisitions, disposals and management of real estate assets (including tax issues)
- Hotel Management Agreements, Franchise Agreements, NDAs
- Portfolio acquisitions and asset management
- Cross border investment

Operation

- Marketing and branding
- Ticketing terms and conditions
- Customer and supplier contracts
- Employment issues
- Personal injury claims
- Franchise and F&B agreements

Construction and development

- Development, construction and refurbishment contracts
- Construction dispute resolution



Examples of our experience include:

Negotiated and led the closing of a well-known boutique hotel developer's \$300 million mixed-use development involving the historic rehabilitation of a decommissioned power plant in Savannah, Georgia. This project involved eight different debt sources, including construction, mezzanine and tax credit facilities. The tax credit financing involved working with the State of Georgia General Assembly to increase the maximum limit of state historic tax credits for the project. The deal also brought together four equity sources all knit together in five inter-creditor agreements and six operating agreements.

Multiple clients on the outsourcing of services including catering, cleaning, security, cash collection, facilities management, equipment maintenance, vehicle fleet management and recruitment.

A multi-national hospitality and leisure client in relation to its data protection compliance issues including the cross-border transfer of personal data from the UK to US and other jurisdictions.

Virgin Hotels on a significant dilapidations disputes.

A range of clients in this sector on civil and criminal liability of a number of issues including violent incidents in licensed premises, under-age sales, noise nuisance and defective or unsafe premises and deliveries to and from licensed premises.

Helmsley Hospitality Group and other institutions on hotel restructures including OpCo/ PropCo.



Advising **Accor UK** on turn-key development projects and lease agreements for their **Ibis** brands.

Advising developers on all aspects of numerous hotel led schemes including a complex £100million+ development in central London anchored by a 350 bed **Travelodge**.

The acquisition included negotiation of equity funding from family offices. This deal catapulted the client into the #1 ranking of fastest growing companies in the South-eastern US according to the Association of Corporate Growth.



World Duty Free on franchise and concession agreements including retail outlets in **Centre Parcs** resorts.

Served as lead counsel on all aspects of the **\$100 million development of a five-star luxury hotel** in downtown Charleston, SC, including land acquisition, zoning and land use issues, regulatory matters and construction financing.

Negotiated and led the \$250 million acquisition from an opportunistic New York private equity firm of 194 quick-service restaurants (QSR) in Alabama, Arkansas, Florida, Louisiana and Mississippi and negotiated the related refinancing of the acquirer's entire restaurant portfolio. The acquisition included negotiation of equity funding from family offices. This deal catapulted the client into the #1 ranking of fastest growing companies in the South-eastern US according to the Association of Corporate Growth.

Whitbread PLC on the outsourcing of housekeeping services for **Premier Inn** and logistics, warehousing and distribution functions for consumables and food and drink products.

Hilton Grand Vacation in connection with its spin-off from **Hilton Worldwide** in a \$9.0 billion reorganisation transaction.

Accor UK in relation to **development projects** and general estate management work, in particular development agreements and leases for numerous turnkey developments for their Ibis Budget and Ibis brands.

Elite Hotels on the application of TUPE and ongoing employment and industrial relations matters.



Advising the **British Hospitality Association** on the OFT's proposal to settle a case concerning discount pricing of online hotel rooms in the UK.

Adding value to your business:



Real Estate

Our property team advises a broad range of clients from initial acquisition and/or development, to letting portfolio management and disposal.

We routinely coordinate successful redevelopment projects.

We have a wealth of experience in the hospitality and leisure sectors and act for a number of hotel groups as well as clients based in the wider leisure and retail markets. We have the track record to understand the specialist needs of hotel operators, and the different structures that can be put in place to ensure the right property interest is obtained.

This experience is mirrored in our long-standing focus on the real estate sector which has significant resources. This combination will give you the ideal package of sector-focused and commercially-savvy expertise in order to deliver best in class advice and tangible value for money.

We offer cost effective and transparent management of property overheads for our occupier clients' facilities management companies and external managing agents. We understand how the business of real estate works; we also understand how real estate needs to work for your business.



Employment

Our multi-specialist team offers a one-stop service for all employment matters. The team is well-versed in the day-to-day issues faced by the hospitality sector and also handles business-critical work relating to outsourcing and other structural changes.

The team has become an integral part of management strategies in this sector, handling the full range of regulatory issues facing employers today, from restructurings and TUPE transfers to dismissals and tribunal claims. We regularly advise on outsourcing, corporate transactions, employee benefits, immigration and right to work issues, collective consultation and industrial relations.

The team has significant depth with over 30 lawyers supported by additional expertise, such as a pensions team of 22 lawyers. We harness this capability to handle both high value and high volume litigation for a number of large or high profile employers and advise on high profile work such as national industrial action.



Planning

As one of the UK's largest specialist Planning Teams, we have the capability and resource to help our clients unlock development opportunities and cater for their ongoing operational requirements. We are amongst Planning Magazine's top 10 rated law firms and have top tier rankings in Chambers and Partners 2018.

Our advice is not delivered in a vacuum. We work with the planning system to optimise outcomes for our clients. We also work closely with our colleagues in real estate, construction and environment to identify issues which could render schemes unviable, such as onerous conditions or restrictions on development or use and to identify risk areas and advise on mitigation.



Property dispute Resolution

Our Property Dispute Resolution Team offers a range and depth of advice on all contentious issues relating to acquisition, ownership, management and disposal of commercial property.

Our expertise includes forfeiture/possession acquisitions, injunctive relief, 1954 Act renewals, rent reviews, dilapidations, telecommunications disputes, licences and consents.



Consumer Law

Our consumer law team has extensive experience on all aspects of consumer law, compliance and liability issues.

A unique strength of the team is the provision of non-contentious regulatory and strategic advice, particularly around contractual issues, consumer terms and conditions, distance selling, e-commerce issues and product and services claims in light of legislative changes. However, we have equally extensive experience in handling prosecutions and other regulatory enforcement actions together with civil consumer disputes.

We work in conjunction with our commercial litigation team to devise strategies around consumer complaints that threaten litigation and are highly experienced in helping to protect our clients' brands under threat from consumer bodies and other regulatory activity.



Commercial

We have one of the largest dedicated commercial teams in the UK, with significant experience in the full range of contractual and commercial issues faced by our hospitality clients.

From general commercial contracts, IT and e-commerce, outsourcing, facilities management, procurement and supply, logistics, consumer-facing arrangements, commercial trading and joint venture arrangements through to procurement and compliance – we have teams of specialists with the niche expertise required to help your business.



Food and Drink Law

Our dedicated food and drink team draws on 20+ years' of experience to provide clients with decisive and practical advice in relation to a range of food law matters.

The team is known for providing practical, cost effective and timely compliance advice in relation to food and drink matters, including marketing, safety, product launches and claims, labelling, and research and development. We also have extensive experience in handling prosecutions, civil claims and product recalls. We are active members of various industry bodies and trade associations, helping to formulate policy and future legislation.



Regulatory

Our dedicated regulatory lawyers understand that clients who successfully manage risk can turn compliance in to a source of competitive advantage, by building their reputation and ensuring long term sustainability. We help our clients to avoid incidents, as well as managing their response to them.

This advice extends to:

- Alcohol and Licensing
- Food Safety
- Consumer Rights
- Marketing and Advertising
- Health and Safety
- Modern Slavery
- Anti-Bribery and Corruption
- Environment

What sets WBD apart, and where we really add value across all specialisms, is that we have taken the time to listen to our clients, to put ourselves in their shoes to find out what really matters.

We horizon spot and help future proof our client's businesses.

Innovation and outstanding client service provision sit at our core. We use sophisticated technology to streamline document production and underpin our sound legal and commercial experience.

Adding value to your business:



Intellectual Property

Our team of experts advises across the legal disciplines, from strategic management of patents, trademarks, copyright, design rights, trade secrets and know-how, through to protecting them in litigation.

Our contentious expertise covers freedom to operate issues as well as trade mark and other IP infringement actions. We readily advise on disputes about confidential information, revocation and cancellation proceedings, groundless threats provisions, entitlement and domain name disputes. In addition to our TMU, our non-contentious IP team advises on the assignment and licensing of IP, sponsorship and merchandising agreements, non-disclosure agreements, co-existence agreements and securitisation.



Defendant Claims

Our multi-specialist Legal Solutions Centre offers a one-stop service for all small defendant claims including personal injury matters. Our claims handling service is instructed by businesses across the hospitality sector and works closely with our Insurance lawyers who are able to proactively identify and advise on sensitive claims; providing you with accurate and up to date risk management information and delivering a seamless service.

Our aim is always to progress a case to the earliest and most cost effective conclusion, whether that is by settlement or proceeding to trial.



Marketing & Advertising

We understand that brand reputation is critical to the success of your business. Working closely with your marketing teams and external agencies our team can advise on the advertising process from conception to publication. We will provide you with a fast, efficient and cost-effective service, giving a commercial risk analysis for each and every campaign message.

Several members of our team are ex-regulators, bringing you unique insight into the workings of the regulators. The wider Brand Protection team provides additional expertise in intellectual property, data protection and financial services advertising issues.

Marketing is an ever changing arena with an increasing focus on digital communications. We are experienced in handling matters across technologies as well as working with you to explore and develop new avenues of marketing and communication.



Health & Safety

Health and safety risks are covered by a vast spectrum of laws, regulations and statutory guidance, each of which has the potential to make a significant impact on your business and its reputation. We have one of the largest and most respected risk and regulatory departments in the country with specialist health and safety lawyers providing focussed advice on all key risk areas. Our experience in enforcement is second to none and we have been involved in most of the major health and safety prosecutions in the UK in recent years.

Our approach helps clients to control direct legal spend, and also reduces management time on any individual case.

We have extensive experience of driving through complex and high value projects.

For more information please contact



Claire Wilkinson
Partner, Leeds

T: +44 (0)113 290 4365
E: claire.wilkinson@wbd-uk.com



Andrew Harding
Partner, Real Estate

T: +44 (0)117 989 6887
E: andrew.harding@wbd-uk.com



John Connor
Partner, Banking & Finance

T: +44 (0)113 290 4478
E: john.connor@wbd-uk.com



Will Fraser
Partner, Banking & Finance

T: +44 (0)207 788 2456
E: will.fraser@wbd-uk.com



Lucy Pringle
Partner, Banking & Finance

T: +44 (0)207 788 2456
E: lucy.pringle@wbd-uk.com

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