SheppardMullin

HOSPITALITY TEAM

SheppardMullin

HOSPITALITY INDUSTRY PRACTICE

Sheppard Mullin is a recognized leader among international law firms representing clients in the hospitality sector. Our vertically integrated Hospitality team has earned "Hospitality Practice Group of the Year" honors from Law360 and delivers a seamless set of resources and counseling across the entire spectrum of legal needs that are unique to the hospitality industry. These include acquisitions and dispositions, joint ventures, fund formation, opportunity zones, foreign investment, EB-5, franchise agreements, hotel management agreements, data privacy, F&B agreements, labor and employment counseling, training, handbooks, on-boarding, union issues, litigation, financing, bankruptcy and restructurings, ADA, land use, construction and development, as well as day-to-day operational matters.

We work with hospitality clients to develop strategies that optimize their objectives and help our clients succeed by providing innovative counsel shaped by our industry knowledge and experience. Our clients include hotel brands, operators, developers, restaurants, lenders, investors, and construction professionals. We represent clients in all aspects of the hospitality business - from full and limited service hotels to boutique and lifestyle hotels, from beach and golf resorts to resort condominiums and timeshares, and from destination and fast casual restaurants to entertainment centers and casinos.

REPRESENTATIVE CLIENTS

- Burke Williams Day Spa
- California Pizza Kitchen
- Chipotle Mexican Grill
- Desarrolladora el Arca, S.A.P.I. de C.V.
- Fogo de Chao Churrascaria
- Geolo Capital Partners
- Great Destinations
- Great Wolf Resorts
- Hanjin International Corp.
- Hard Rock Hotel & Casino Las Vegas
- Hawaiian Gardens Casino
- Houston's Restaurants
- In-N-Out Burger
- InterContinental Hotels Group
- Jack in the Box
- JC Hospitality
- JMI Realty
- J Street Hospitality
- KBS Capital Advisors
- Landry's
- Lawry's Restaurants
- Little Caesar Enterprises
- Live Inspired
- LLJ Ventures
- Marriott International
- McDonald's Corporation
- MRR Development
- Noble Food Group
- Norms Restaurants
- Oxford Capital Group
- Pacific Hospitality Group
- Quadrum Group
- Real Mex Restaurants
- Rebel Hospitality
- Recreational Capital
- Sapir Corp
- Six Flags Entertainment
- Sixty Hotels
- Smith Brothers Restaurants
- Stanford Hotels
- Taco Bell
- The Cheesecake Factory
- Twenty-Nine Palms Band of Luiseno Mission
- Viejas Enterprises

ACQUISITIONS AND DISPOSITIONS

Our hospitality industry clients regularly call on us to handle complex asset transactions. Our attorneys have extensive experience in negotiating, documenting, and consummating hotel and restaurant acquisitions and dispositions in both large and small-scale transactions involving major resorts, syndicators, hotel companies, ski resort companies, investors, and owners of hotel properties. We also handle mergers and acquisitions for companies that own and develop hospitality assets, including public-private company transactions, public-public transactions, and private-private transactions, as well as acquisitions by private equity money. We also negotiate asset and property management arrangements, including the negotiation of hotel management contracts for a variety of franchised and independent hotels, whether acquired or developed, with third-party or co-venturer managers. Through our outstanding track record in acquisitions and dispositions and our multidisciplinary approach, we are able to provide the type of comprehensive support and service that our hotel and resort clients find invaluable.

Representative Matters Include:

- Represented **Oxford Capital Group** in its acquisition of the 247-room, luxury lifestyle hotel Thompson Chicago, located in the prestigious Gold Coast neighborhood of Chicago, IL.
- Represented **Desarrolladora el Arca, S.A.P.I. de C.V.** in acquiring Dreams Puerto Aventuras Mexico Hotel and Resort, a hotel in Playa del Carmen, Mexico, from a wholly owned subsidiary of Playa Hotels & Resorts N.V.
- Represented **233 E Ontario Hotel PropCo LLC** in the acquisition of the Ivy Hotel in Chicago, IL for $23.65 million. The transaction included a $16.85 million loan for the acquisition and redevelopment of the hotel.
- Represented **Dana Hotel, LLC**, an affiliate of Rebel Hospitality, LLC, with its $72.5 million sale of the Dana Hotel in Chicago, IL to Ponte Gadea Chicago Hotel, LLC.
- Represented **SF Hotel Portfolio Holdings, LLC**, a joint venture of Oxford Capital Group and several Goldman Sachs managed investment funds, and its subsidiaries **SF Vertigo LLC, SF Good LLC, SF Americania LLC**, and **SF Carriage LLC** with the purchase and sale of the Hotel Vertigo, Good Hotel, Americania Hotel, and Carriage Inn located in San Francisco, CA for $132.5 million.
- Represented **Highgate Capital** in the $212 million purchase of the ground lease interest in the Hilton Garden Inn Waikiki Beach Hotel and in the financing of the property with an approximately $154 million leasehold mortgage loan from Deutsche Bank.
- Represented **La Jolla Exclusive, LLC** in its acquisition of the La Jolla Cove Hotel and Motel Apartments and related retail shops in La Jolla, CA.
- Represented **The Cheesecake Factory** in its investment in two restaurant concepts created by Fox Restaurant Concepts LLC, *North Italia* and *Flower Child*.
- Represented **CMS Hospitality, Inc.** in its sale of substantially all assets to HMS Host, the largest concessionaire in the world.
- Represented **BBG Communications, Inc.** and several affiliates in the sale of their hospitality Wi-Fi services business in Mexico and the Caribbean to Single Digits, Inc., a New Hampshire-based internet services company.
- Represented **Crown Miami Hotel Owner, LLC**, an affiliate of Geolo Capital II LP, in the sale of the Thompson Miami Beach Hotel to Hyatt Corporation for $238 million.
- Represented a joint venture entity comprised of an **Oxford Capital Group** entity and a **Quadrum Global** entity in the purchase of a stalled hotel project property located at 168 North Michigan Avenue in Chicago, IL for $20 million.
- Represented **Oxford Capital Group** and **505 Washington Owner L.L.C.** in the sale of the Godfrey Boston Hotel to Union Investments, a German investment fund, for $180 million.
- Represented **Oxford Capital Group** and **AG-OCG 360 North Michigan, L.L.C.** in the sale of the LondonHouse Chicago Hotel to a subsidiary of Union Investments, a German investment fund, for $315 million.
- Represented **ZMC Hotels** in the negotiation and sale of a $220 million portfolio of approximately 30 limited service hotels and related development sites in multiple states, including the sale of the assets of the affiliated management company. Assisted in structuring transaction to account for multiple sellers with different ownership structures and post-closing wind-up of seller entities.
- Represented **Geolo Capital** in the sale of its 49.9% interest in the Carmel Valley Ranch located in Carmel, CA to Wanxiang for $49.9 million. The interest purchase of the CVR is subject to the terms and conditions of definitive agreements, including a purchase and sale agreement, a hotel management agreement, an asset management agreement, an amended LLC operating agreement, and a development management agreement.
- Represented **Oxford Capital Group** and **Quadrum Global** in the joint venture acquisition of the Historic Essex Inn on Michigan Avenue in Chicago, IL.
- Represented **LLJ Ventures** in the acquisition of the Sheraton Milwaukee Brookfield Hotel in Brookfield, WI; the Hyatt on Main, Green Bay in Green Bay, WI; the Baymont Inn & Suites in Fishers, IN; the Hilton Garden Inn in Wisconsin Dells, WI (and subsequent sale); the Marriott Towne Place Suites in Clearwater, FL; the Holiday Inn in Billings, MT; the Comfort Inn and Suites in San Diego, CA; the Holiday Inn Express in San Diego, CA; the Hampton Inn in Boerne, TX; the Hilton Garden Inn in

Victorville, CA; the Marriott Fairfield Inn in Yakima, WA; and the Radisson Hotel in Marietta, GA, including the preparation of property management and hotel management agreements.
- Represented a Southern California chain of diner-style restaurants in its acquisition by a New York-based private equity firm that specializes in franchised businesses in the restaurant industry.
- Represented the owner of the Grand Hyatt Playa del Carmen in its acquisition of the property, all negotiations with Hyatt, and its financing.
- Represented **Quadrum Group** in the buy-out of its partner and the sale of the B Ocean Hotel, Florida and 1031 exchange.
- Represented an **Oxford Capital Group** entity in the acquisition of 360 North Michigan Avenue, a landmark former office building located at Michigan and Wacker Drive in Chicago, IL. Ongoing representation includes services related to the conversion of the property into an upscale hotel with a new tower addition.
- Represented **Geolo Capital** and **Thompson Hotels** in connection with the acquisition and financing of a site in Seattle, WA for the development of a mixed use project including a Thompson Hotel.
- Represented **Geolo Capital II** in its purchase of equity in Hotel 550 Wellington LP and Hotel 550 Wellington GP.
- Represented **Oxford Capital Group** in the acquisition of a portion of 330 North Wabash (former IBM Building) in Chicago, IL for the conversion into a five star luxury hotel.
- Represented **Oxford Capital Group** in connection with the acquisition of a defaulted mortgage and subsequent mechanic lien foreclosure litigation of a half-completed hotel and ultimate redevelopment of 127 West Huron in Chicago, IL.
- Represented **Oxford Capital Group** in the acquisition of the Temple Building in Boston, MA and subsequent hotel conversion.
- Represented **Oxford Capital Group** in connection with a long term lease and hotel conversion of the Wyndham Chicago at 633 St. Clair in Chicago, IL.
- Represented **Oxford Capital Group** in the acquisition and redevelopment of Doubletree Metropolitan Hotel, New York City and the Radisson Lexington Hotel, New York City.
- Represented **Oxford Capital Group** in the acquisition and conversion to two boutique hotels the Hotel Cass Chicago - Magnificent Mile, Chicago and Felix Hotel – River North, Chicago. Represented the Felix Hotel in obtaining a Federal rehabilitation tax credit.
- Represented **Thayer Hotel Investors** in the purchase of a hotel property in San Francisco, CA.
- Represented **RVR Partners** and the **Villas at Rancho Valencia, Inc.** in the sale of substantially all of its assets.
- Represented Kuwaiti investment company in the sale of two full-service hotels in the San Diego, CA area.
- Represented foreign investor in acquiring the Parc 55 Hotel in San Francisco, CA and subsequent sale of a majority interest, major renovation, and reflagging as the Wyndham Parc 55.
- Represented **Mammoth Mountain Ski Area** in the sale of the company to Starwood Global Capital Group and related transactions. Mammoth is regarded as one of the premier ski resort areas in North America. Transaction value was $365 million.
- Represented one of the largest public syndicators in the United States in the acquisition of over 60 Residence Inns, Hampton Inns and business class hotels throughout the country.
- Represented **Four Seasons Hotels** in the formation of a partnership with VMS and acquisition of the Santa Barbara Biltmore Hotel from Marriott.
- Acquisition of a controlling interest in the Atlanta Hyatt Regency at Ravinia, the subsequent transfer of the Hyatt interest to Holiday Inns as their headquarters hotel, and the further sale to Holiday Inns of the remaining interests in the Hotel.
- Represented major pension fund in the sale of the Tarrytown House in Tarrytown, NY.
- Represented **Merv Griffin** in the acquisition and financing of the Beverly Hills Hilton Hotel in Beverly Hills, CA.
- Represented **Prudential Real Estate** in the acquisition of the Long Beach Sheraton, the Ontario Airport Hilton, and other California hotels.
- Acquisition of the LAX Hilton Hotel out of a bankruptcy proceeding and negotiation of several attempted sales of the Hotel.
- Due diligence on behalf of the acquirers or potential acquirers of the Silverado Golf Club and Resort, La Quinta and the Carmel Valley Ranch Resort.
- Represented **Sapir Realty** in connection with the recapitalization of the Trump Soho in New York, NY.
- Represented **Collins Development** in the sale of the La Valencia Hotel in La Jolla, CA.

JOINT VENTURES AND FUNDS

Representative Matters Include:
- Represented **Rebel Hospitality, LLC** and certain affiliates in connection with the formation of a Qualified Opportunity Fund and its investment in a joint venture for the development of a hotel in Chicago, IL.
- Represented **Oxford Corktown Investor, LLC** in connection with the formation and capitalization of a joint venture to acquire property and develop a hotel in Detroit, MI.
- Represented **Rebel Hospitality** with its joint venture, acquisition, and financing of property located at 280 Grove Road, Clear Lake Shores, Galveston County, TX, for the development of a resort hotel.

- Represented **Geolo Selma 90MPH Changeup, LLC** in the formation of a joint venture to develop a hotel in Los Angeles, CA.
- Represented **Geolo Capital** in the formation of a joint venture to develop a hotel in Los Angeles, CA.
- Represented **Oxford Capital Group** in connection with a joint venture agreement with Goldman Sachs and the acquisition of a site in Hollywood, CA for a ground-up Godfrey Hotel.
- Represented **KBS Strategic Opportunity REIT II, Inc.** in the formation of a joint venture with Encore Hospitality to acquire the Q&C Hotel in New Orleans, LA and the rebranding of the hotel as a Marriott Autograph Collection hotel. Represented the joint venture in connection with the acquisition financing from Wells Fargo Bank as part of the acquisition of the hotel.
- Represented **Oxford Capital Group** in the formation of a joint venture with Fir Tree Partners in connection with the Bay Harbor Hotel and Conference Center in Tampa, FL. Represented the JV in the acquisition of the property and in connection with a $34.7 million acquisition and redevelopment loan from Pacific Western Bank.
- Represented **Geolo Capital II** in connection with the formation of a joint venture to acquire the Talbott Hotel in Chicago, IL, and in connection with the joint venture obtaining financing for such acquisition.
- Represented **KBS Strategic Opportunity REIT II, Inc.** in the formation of a joint venture with Integrated Capital to acquire the Springmaid Beach Resort and Conference Center in Myrtle Beach, SC and the reflagging of the hotel as a Doubletree by Hilton. Represented the joint venture in connection with the acquisition financing from Wells Fargo Bank as part of the acquisition of the hotel.

DATA PRIVACY

The ability to transfer customer data, employee files, financial records, and other information around the globe quickly and cheaply has opened up a world of opportunity for many businesses. It also presents a new world of risks. The risks are high. Privacy laws vary by jurisdiction, are interpreted unpredictably, and are in a constant state of flux. Even the most well-meaning, conscientious company can make a false step as it captures, uses, transfers, and discloses personal information. The consequences can be serious and even devastating: heavy fines, injunctions, government audits, even criminal liability. Perhaps more importantly, companies that run afoul of privacy and data protection standards may suffer reputation-wrecking media attention and the immeasurable damage of lost consumer trust and confidence. The potential for misuse of sensitive personal information has triggered legislative and regulatory action worldwide. The U.S. has seen a groundswell of state and federal privacy legislation. The E.U. has adopted a variety of rules and regulations and other commercially prominent nations are rushing to join the trend.

These risks have led a growing number of companies to turn to our leading global Privacy group for help in adopting sound privacy practices, ensuring regulatory and legal compliance, and protecting their competitive advantage. We advise hospitality clients on planning, drafting, and implementing privacy, security, and data protection policies and “best practices,” compliance with applicable laws, regulations and rules, and crisis management and litigation strategies for non-compliance. We counsel on such issues as data security and breach of security issues, online security and privacy, and domestic and international anti-spam legislation.

Our wide-ranging experience on behalf of hospitality clients includes representation in the following:

- National privacy class actions arising from SMS message campaigns under the TCPA.
- National privacy class actions arising from alleged call monitoring and recording.
- Numerous class actions brought under California’s Song-Beverly Act and other California privacy laws arising from alleged collection and use of customer information in connection with credit card transactions.
- FTC investigation regarding the collection and use of user information in connection with behaviorally-targeted advertising.
- Formation of privacy policies and data security programs, compliance with privacy laws and regulations, data security breach issues, and constitutional, statutory, and common law privacy issues.
- Responding to large scale, multi-jurisdiction data security breach incidents, including complying with state data security breach notifications laws and coordinating efforts with technology and public relations consultants to develop a holistic response to meet client’s legal obligations and help mitigate negative publicity.
- EU Privacy Safe Harbor Certification in connection with transferring data from the European Union to the United States, which includes conducting an initial privacy due diligence review, revising privacy policy and modifying practices to conform to EU Privacy Safe Harbor Principles, and preparing and submitting the EU Privacy Safe Harbor Certification application.

FINANCE

Sheppard Mullin's well-established and highly-regarded Finance group regularly represents hotel ownership and management companies, as well as lenders and borrowers, in the financing of hotels, hotel chains, restaurant chains, casinos, and franchise projects. We are well-suited to represent clients in hospitality financings and investments, not only because of our extensive experience and expertise in representing institutional and private lenders and investors, but also because of our wide-ranging representation of owners, developers, contractors, and managers of various types of hospitality properties. Our attorneys are experts at dealing with all aspects of lending and investing for the hospitality industry, including secured and unsecured financings, mezzanine financings, equity investments, construction loans, permanent loans, conduit loans, sale leasebacks, ground leases, equipment leases, contingent interest loans, and other financings for the hospitality industry. Our experience includes the effective representation of hotel owner and operators in negotiating financing for their operations.

Representative Matters for Hotel Developers/Operators Include:

- Represented **Rudra Investments, LLC** in connection with a $21.4 million mortgage loan from Columbia Pacific for the Hotel Santa Rosa in Santa Rosa, CA.
- Represented **Essex Hotel Owner, LLC**, an affiliate of Oxford Capital Group and Quadrum Global, in connection two modifications of its $169.8 million construction mortgage loan from various Goldman Sachs entities.
- Represented **233 E. Ontario Hotel LLC** in its modification of a $16.85 million loan from Prime Financial Partners for the Ivy Hotel in Chicago, IL.
- Represented **Michigan Cermak Indiana LLC**, the owner of a tri-branded Hilton hotel tower in Chicago, IL, in its modification of its $112 million loan from an affiliate of Cross Harbor Capital.
- Represented **McHugh Construction** and **First Hospitality Group** in a $112 million refinancing of the triple-branded, 466-key Hilton property at McCormick Place in Chicago, IL.
- Represented **Oxford Capital Group** in connection with the forbearance of a loan default and subsequent loan modification of a $47 million loan from Royal Bank of Scotland for the Hotel Felix Chicago.
- Represented **CAA Hotel Owner** in connection with the refinance and increase of an $80 million first mortgage loan from Deutsche Bank secured by the CAA Hotel in Chicago, IL.
- Represented the Borrower, **PNK I Group Investments, LLC**, in connection with a $50 million construction loan from Mosaic Spring Street Hotel, LLC.
- Represented **Acron Navy Pier Hotel, LLC** in connection with an approximately $44.3 million construction loan from CIBC and an approximately $14.4 million mezzanine loan from Hilton to fund the construction of a new, approximately 220-room hotel and rooftop food and beverage facility to be located on Navy Pier, Chicago, IL.
- Represented **Oxford FT Tampa Property Company, LLC**, an affiliate of Oxford Capital Group, LLC, in a $53 million mortgage loan (including an $8 million earnout) from an affiliate of Marathon Capital.
- Represented **MRRDIGO LLC** in the negotiation of a purchase and sale agreement to buy the Hotel Indigo Lower East Side in New York, NY for $162.5 million and in connection with approximately $73 million in bond financing for the acquisition of the Hotel on the Tel Aviv Stock Exchange.
- Represented **1400 Cahuenga JV, LLC**, an affiliate of Oxford Capital Group, as borrower with respect to a construction loan from United Overseas Bank Limited in the principal amount of up to $56 million secured by real property located in Los Angeles, CA for the construction of the Godfrey Hotel Hollywood.
- Represented **Oxford Capital Group, Quadrum Global**, and their joint venture entity, **OQ 168 NM PropCo, LLC**, with an approximately $33 million construction loan financing from Pacific Western Bank for the construction of the Hotel Julian in Chicago, IL.
- Represented **Oxford Capital Group, Quadrum Global**, and their joint venture entity, **Oxford 127 Huron Hotel Venture Property Company, LLC**, in connection with a $47.5 million mortgage loan refinancing for the Godfrey Hotel in Chicago, IL.
- Represented the owner of the Chicago Athletic Association Hotel in Chicago, IL, in connection with an $80 million mortgage loan financing from Deutsche Bank.
- Represented **Essex Hotel Owner** in connection with a nearly $170 million construction loan from Goldman Sachs for a new luxury apartment tower and a hotel renovation project in Chicago, IL.
- Assisted **Quadrum Group** with its shareholder construction loan documents between Ayya Hotel and Cybus Lending.
- Represented **Rockbridge Hospitality Fund IV L.P.** with its $10 million loan from KeyBank National Association.
- Represented **Rockbridge Hospitality Fund IV L.P.** with its $22 million loan from Emigrant Realty Finance, LLC.
- Represented **PNK I Group Investments, LLC** in connection with a $30.6 million construction loan from Choice Hotels for a Cambria Hotel in Los Angeles, CA.
- Represented **Oxford Capital Group** in connection with a $169.8 million construction loan from Goldman Sachs for a new luxury apartment tower and a hotel renovation project in Chicago, IL.
- Represented a **McHugh Enterprises/First Hospitality Group** joint venture in connection with an approximately $79 million construction loan from The PrivateBank and a $32 million mezzanine loan from Cross Harbor for the construction of a tri-branded hotel to be located adjacent to McCormick Place in Chicago, IL.

- Represented **Oxford Capital Group** in connection with an EB-5, senior and bridge loan financing for The Godfrey Hotel in downtown Chicago, IL.
- Represented **an affiliate of the Sapir Organization** in connection with the hotel and operational related aspects of the financing of the Mondrian Soho in New York, NY. The property was acquired by 9 Crosby, LLC pursuant to foreclosure proceedings. We were responsible for the negotiation of the hotel management agreement, hotel related aspects of the financing, and analysis of transition of hotel operations from the prior owner.
- Represented **AJ Capital** and **Geolo Capital** in the creation and implementation of a historic tax credit investment master lease structure with a US Bank entity for its hotel project. The structure also involved restructuring a senior construction mortgage loan and a mezzanine loan.
- Represented **Oxford Capital Group** with the subdivision and financing of the retail portion of the hotel redevelopment located at 360 N. Michigan Avenue in Chicago, IL.
- Represented **Choice Hotels** related to: (1) the expansion of Choice brands into international markets, (2) the construction of Choice branded hotels in key cities and locations in the United States, including using financing and equity to expand and maintain Choice brands, and (3) development and entitlement of hotels in California.
- Represented **Marriott** in the refinance of the Ritz-Carlton Denver and LA Live.
- Represented **Oxford Capital Group** in connection with an EB-5 loan for 127 West Huron in Chicago, IL.
- Represented **AJ Capital** and **Geolo Capital** in connection with a mezzanine loan facility for the development of the former Chicago Athletic Association into a hotel.
- Represented **Joie de Vivre**, a subsidiary of Geolo Capital, in connection with an amendment to its credit facility with Goldman Sachs relating to Collins Miami Beach Hotel in Florida.
- Represented **Whitehall** in a 28 property $240 million select service hotel portfolio, and negotiated an $80 million fixed rate loan secured by hotels owned by Wyndham International.

Representative Matters for Lenders Include:

- Represented **Hillcrest Finance LLC** in a $8.3 million mezzanine loan for purposes of refinancing existing debt at Holiday Inn SFO.
- Represented **Hillcrest Fund KG Investments LLC** in a $5 million mezzanine loan for purposes of refinancing existing debt at Hampton Inn JFK.
- Represented **PIMCO** in a $33.5 million commercial mortgage loan to refinance four select service hotels in California, Colorado, Tennessee, and Washington.
- Represented **Comerica Bank** on a $32 million construction loan for a 99-room hotel adjacent to the Bicycle Casino in Bell Gardens, California. The loan involved a Ground Lease parking parcel, negotiation of a Tri-Party Agreement with Interstate Management Company as Operator, and casino-related negotiations with the State of California and local government agencies.
- Represented **GE Capital Real Estate** as Administrative Agent and lender in connection with an $85 million syndicated loan to finance the acquisition of eleven select service hotels located in five states.
- Represented **GE Capital Real Estate** as Administrative Agent and lead lender in connection with a $77.3 million syndicated loan to finance the acquisition of eleven select service hotels located in five states. This deal involved Hilton, Marriott, and Choice Hotel operators.
- Represented **GE Capital Real Estate** as Administrative Agent and lead lender in connection with a $63 million syndicated loan to finance the acquisition of a Fairfield Inn & Suites select service hotel in midtown Manhattan, NY.
- Represented **a subsidiary of Recreational Capital** in connection with a loan origination program related to a fractional ownership project located in Tuscany, Italy. The project is being marketed and managed by Hilton and will be part of their club structure. As part of the same transaction, we are representing the RecCap entity in connection with their financing facility from Colebrook Capital which will be secured by the timeshare notes originated for the Italy project.
- Represented **Bank of America** in connection with a $10 million line of credit to Welk Resorts, LLC which loan was secured by unpledged notes receivable generated by Welk's sales of timeshares within the Welk global timeshare resort network. The deal involved negotiation of a complex intercreditor agreement with Welk's other first priority lenders.
- Represented **GE Capital Real Estate** in connection with a $27 million acquisition loan to finance an Aloft hotel in Cupertino, CA.
- Represented **Comerica Bank** in connection with its $15.6 million refinance/rehab loan secured by the Auberge luxury boutique hotel in Napa Valley, CA.
- Represented **GE Capital Real Estate** in connection with its $43.5 million refinance/rehab loan secured by the Del Mar Hilton in Del Mar, CA.
- Represented **GE Capital Real Estate** in connection with its $24 million refinance loan secured by the Epiphany boutique hotel in Palo Alto CA.
- Represented **GE Capital Real Estate** in various hotel re-financings several boutique and branded hotels. Loan amounts ranged from $17 million to $27 million and the assets were located in Silicon Valley, Roswell Georgia and Philadelphia, PA.

- Represented **GE Capital Corporation** in various hotel re-financings for several boutique and branded hotels including the Embassy Suites in Pittsburgh, PA and the Meridian in Idaho.
- Represented **GE Capital Real Estate** and other lenders to Goldman Sachs entities on a $1.1 billion loan secured by mortgages/deeds of trust on 111 hotels in 34 States. Flags included Hilton, Hyatt, Marriott, Intercontinental, and Wyndham.
- Represented **Textron Financial** in various hotel financings, both in the United States and Mexico.
- Represented **Bank of America** in financing casino industry and hotel loans for the Mirage Hotel, Caesars, MGM Grand, Circus Circus, and other Las Vegas hotels.
- Represented **Bank of America** as the lead bank and administrative agent in connection with a $190 million syndicated credit facility to the South Point Hotel, Casino & Spa in Las Vegas, NV.
- Represented **Bank of America** as the lender in connection with a $40 million senior credit facility to the Edgewater Hotel and Casino and the Colorado Belle Hotel and Casino in Laughlin, NV.
- Represented **Banc of America Leasing & Capital, LLC**, as the lead bank in connection with a $32 million syndicated credit facility to the Margaritaville Resort Casino in Bossier City, LA.

DEVELOPMENT AND LAND USE

Sheppard Mullin also has strong real estate development and land use expertise to assist hotel developers in the planning, permitting, and development of hotels, resorts, and restaurants. With a clear understanding of applicable legal requirements, strong negotiating skills, thorough preparation of materials, and persuasive presentation skills, Sheppard Mullin's Land Use attorneys regularly guide clients through the land use and environmental regulatory maze and related court actions. Our Land Use practice is composed of attorneys from the Real Estate, Litigation, and Environmental groups. We are knowledgeable about specialized issues such as state and federal laws regarding wetlands and rivers, water rights, endangered species, mining, coastal protection, hazardous wastes, toxic air contaminants, solid wastes, air and water quality, and historic preservation. We have worked with developers of large and small projects, which routinely require compliance with one or more of these laws. In order to serve our clients ably, we keep abreast of relevant legal developments and maintain solid relations with the staff and officials of applicable regulatory bodies.

Representative Matters Include:

- Represented **Blue House Hotel** in the negotiation of a master agreement with Starwood for the development of the Frida Kahlo brand of hotels in Latin America.
- Represented **Cisterra Development** and **JStreet Development** in successful litigation against hotel union, Unite Here Local 30 (Unite Here), alleging violations of the California Environmental Quality Act (CEQA) related to two downtown development projects in San Diego, CA. This win was the fifth straight time the firm had defeated Unite Here in CEQA lawsuits.
- Represented **Lowe Enterprises** and **Holland Partner Group** in securing permits for their joint development of a smart growth, mixed use project along the San Diego Riverfront. The project included a rezone, land use plan amendments, a vesting tentative map, a conditional use permit and a flexible specific plan authorizing 840 multi-family units, a three-acre riverfront park, habitat restoration project, and the restoration of the aging Town & Country Hotel and Convention Center in the Mission Valley area of San Diego, all with pedestrian access to a trolley stop. The project overcame hotel union and construction trade union opposition to win the support of the San Diego City Council.
- Representation of a private individual on a mixed-use hotel project on Sunset Boulevard in Hollywood. In addition to managing the environmental review process and development team, we also are advising our client on community engagement, political support from elected officials, and litigation risk assessment.
- Representation of **Koar Institutional Advisors** on a 160-key mixed-use hotel project on Selma Avenue in Hollywood. In addition to managing the environmental review process and development team, we also are advising our client on community engagement, political support from elected officials, and litigation risk assessment.
- Representation of **Grupo Habita** on a 66-key, mixed-use hotel in Downtown Los Angeles' Arts District on Alameda and 4th Streets. In addition to managing the environmental review process and development team, we also are advising our client on community engagement, political support from elected officials, and litigation risk assessment.
- Represented the **Hotel Del Coronado** in an appeal of coastal development permit to the California Coastal Commission for the Hotel Del Coronado Amended Master Plan, designed to add a new conference center and new guestrooms to the historic hotel.
- Represented **Hawaiian Gardens Casino** on permitting matters for a casino project.
- Represented **Beverly Hills Hospitality Group** on a land use entitlement matter.
- Represented the **Yosemite West Lodging Company** in a land use matter in Mariposa County, CA.
- Provided **Stations Casinos** with land use advice regarding various projects.
- Represented **Pacific Hospitality Group** in negotiations of a development agreement and lease with County of San Diego, CA.
- Represented **Lane Field San Diego Developers, LLC** in the appeal of its Port-issued Coastal Development Permit, successfully obtaining approval of the permits from the California Coastal Commission to allow this $115 million project to

move forward and to activate San Diego's bayfront with two hotels, visitor-serving retail, underground public parking, and nearly two acres of public space.

- Provided **Citigroup** with land use and real estate due diligence counsel in connection with the foreclosure of the St. Regis Monarch Beach. The review and analysis of Coastal Commission and City of Dana Point entitlements assisted Citigroup with assessing the true valuation of the hotel and the potential of future entitlements on the property.
- Represented **Strategic Hotels & Resorts** in connection with an expansion of one of the country's most breathtaking and renowned resort destinations, the Ritz Carlton Laguna Niguel in Dana Point, CA. The project required negotiations with the City of Dana Point and the California Coastal Commission, and preparation of the Mitigated Negative Declaration under CEQA. City entitlements were achieved for 38 additional ocean view hotel rooms, 10,000 square feet of new meeting/ ballroom space, a 1,000 square foot retail expansion, 4,000 square feet of new office space, and removal of three or four tennis courts.
- Represented **Lumiere Carlsbad Village Hotel** in obtaining a Major Redevelopment Permit Tentative Tract Map and Coastal Development Permit to allow construction of a four-story, mixed-use project with 39 hotel rooms, 10 market-rate condominiums, two affordable housing units, and a restaurant in a coastal redevelopment area.
- Represented **C.W. Clark, Inc.**, in the equity formation and land use work connected with a redevelopment project involving the construction of a new hotel and refurbishment of improvements related to an adjacent arts and culture center. This representation required the formation of an LLC to operate the project. In addition, the entitling of the land further required review of CEQA documents, permit processing and the negotiation of a Disposition and Development Agreement with the City of Escondido, CA.
- Represented **The Montage Hotel** in Laguna Beach, CA for Coastal Commission permits.
- Represented the developer of the Four Seasons Aviara in Carlsbad, CA in a 1,000 acre planned community development with Arnold Palmer Golf Course and a resort hotel located on Bataquitos Lagoon in the City of Carlsbad.
- Obtained land use entitlements for the Embassy Suites in South Lake Tahoe and a 100 room expansion of the Napa Clarion Hotel.
- Provision of all legal services in connection with the renovation of the Campton Place Hotel in San Francisco, CA and the Checkers Hotel in Los Angeles, CA.
- Represented **Underwater World** at Pier 39, San Francisco, in the processing of entitlements and resulting land use litigation.
- Represented the developer of the Hyatt Grand Champions in Indian Wells, CA.
- Represented developers of mixed-use and master-planned resort communities in negotiation of ground leases with Marriott and Heritage Hotels and hotel site acquisition agreements with Princess, Westin and Sheraton Hotels.

INTELLECTUAL PROPERTY – TRADEMARK AND BRAND PROTECTION

Sheppard Mullin offers a complete International Trademark practice, including worldwide trademark portfolio management and brand development services. Such services include international trademark, service mark and trade name clearances, trademark prosecution on a national, regional (e.g., European Union) and international filing bases, as well as international licensing and distribution agreements, supplier, manufacturer, and vendor agreements.

Our attorneys have significant experience in large, Fortune 500 international intellectual property and brand acquisitions, as well as other legal services relating to international transactions including international title searches, due diligence, and worldwide intellectual property assignments. We have attorneys with several decades of international experience in the preparation and prosecution of trademark and service mark applications, including the initial preparation and filing of the application, as well as prosecuting applications before various national Patent and Trademark Offices and other international tribunals.

With our network of associated attorneys throughout the world, we handle prosecution matters in practically every country in the world, as well as oppositions and cancellation proceedings. On behalf of both U.S. companies and entities headquartered abroad, we assist with post-registration and maintenance issues, including renewals of trademarks, filing declarations of continued use and the preparation, and recordation of assignments after the acquisition of new marks. Our attorneys also assist a number of clients with portfolios of marks that exceed 500 registrations on a worldwide basis.

Additionally, Sheppard Mullin offers counseling services on the complete range of issues that can arise in connection with international brand protection and trademark matters. For example, we perform brand watching services, render international infringement opinions, engage in anti-counterfeiting actions and enforcement activities, in-use investigations, conduct due diligence and analyze the proper brand protection and enforcement activities for each client, depending upon need. We also have experience arbitrating international domain name disputes before the World Intellectual Property Organization and the National Arbitration Forum.

Representative Matters Include:

- Represented **West Elm**, a division of Williams-Sonoma, in the expansion of its powerful brand and aesthetic into the travel and hospitality industry with the establishment of West Elm HOTELS, as well as in the creation and structuring of the relationship with its partner on the project, DDK, a hospitality management and development company.
- Represent **Hyatt** in multiple infringement actions, as well as for oppositions and invalidation actions involving its trademarks in China.
- Represent **Cachet Hotel Group** in the management of its global brand portfolio – including global trademark filing, registration, and enforcement.
- Represent **Drai's Entertainment** in the management of its global brand portfolio – including global trademark filing, registration, and enforcement.

LABOR AND EMPLOYMENT

Sheppard Mullin has long been recognized for its strong Labor and Employment practice, and, for many years we have been a leader in defending employers against large, complex, and potentially devastating labor and employment lawsuits. With a noted presence in every Sheppard Mullin office, our Labor and Employment group provides nationwide legal counseling on an all-encompassing range of matters, including class actions, union organizing drives, labor strikes, unlawful picketing, collective bargaining, grievance arbitration, and basic administration of collective bargaining agreements in the hotel and restaurant industry. We have also represented the California Hotel and Motel Association and the California Restaurant Association in wage and hour matters. Our experience in the hospitality industry provides us with an understanding of the unique issues and considerations faced by owners and operators in this arena, including tip-pooling cases, immigration issues, minimum wage, and meal credit and other wage-hour issues, as well as a full range of employment discrimination considerations. We also have extensive experience in wrongful discharge and other employment litigation claims, which have become increasingly common in the industry in recent years.

Representative Matters Include:

- Represent **Six Flags Entertainment** in employment issues for various parks nationwide.
- Represented **Marriott Hotels** in connection with California wage-hour standards and employment discrimination claims.
- Represented **Great Wolf Resorts** with respect to union organizing and employment law compliance related to the opening of a new facility in California and Americans with Disabilities Act (ADA) general and website accessibility.
- Provided **Stanford Hotels** with employment law advice and guidance on union issues, as well as representation in employment litigation.
- Represented **Starwood Hotels and Resorts** in regard to a collective bargaining agreement.
- Represented **Holiday Inns** in connection with labor organizing efforts.
- Represent **Oxford Capital Group** on various labor and employment issues.
- Sexual harassment and discrimination prevention (both English and Spanish language) training for the **MGM/Mirage**.
- Represented **Viejas Casino** in various labor matters, including wrongful termination claim and management training on how to stay non-union.
- Represent **Hawaiian Gardens Casino** on various labor issues.
- Represent **Noble Food Group** on various labor issues.
- Defeated class certification in a nationwide class action lawsuit on behalf of a national restaurant group alleging overtime, meal and rest period violations, failure to reimburse for expenses, waiting time penalties, and other derivative claims.
- Defeated class certification on behalf of a national restaurant chain in case involving claims of meal and rest period violations, unpaid overtime and off-the-clock violations.
- Defeated class certification on behalf of a national seafood restaurant group in a putative class action alleging overtime, meal period, rest period, vacation, pay stub, final pay and unfair business claims.
- Defeated class certification on behalf of an upscale San Francisco restaurant in a case involving failure to provide meal and rest periods, failure to reimburse for uniforms, and pay stub, overtime and off-the-clock violations. Upheld on appeal.
- Defeated class certification in a class action lawsuit against a national restaurant and retail group alleging failure to reimburse for uniforms, failure to provide meal and rest breaks, and other derivative claims.
- Compelled individual arbitration and dismissal of class claims on behalf of a Southern California restaurant chain in a class action alleging overtime, meal period, rest period, final pay and unfair competition claims.
- Defeated class certification on behalf of a Southern California restaurant chain in a class action alleging meal period, rest period, final pay, pay stub, unfair business practice and PAGA claims. Upheld on appeal.

IMMIGRATION

Sheppard Mullin's immigration attorneys skillfully guide clients through the ever-increasing, complex web of rules, policies, and regulations governing U.S. immigration and global mobility. Sheppard Mullin's multi-disciplinary approach provides U.S. employers with comprehensive advice on immigration matters and the interplay between immigration and employment, tax, corporate, and securities laws.

Transactional Support for U.S. Immigration

Sheppard Mullin's Immigration practice spans the entire process from non-immigrant visas through permanent residency and naturalization. We advise on the application for various non-immigrant visas for the employment of foreign nationals in the U.S., applications for permanent resident status ("green cards"), labor certifications, and administrative matters before U.S. Citizenship and Immigration Services (USCIS), U.S. Department of Labor (DOL), U.S. Customs and Border Protection (CBP), Immigration and Customs Enforcement (ICE), U.S. State Department (DOS), and the Department of Justice (DOJ). We routinely advise on the following types of matters:

- **Non-Immigrant Visas:** B-1 visitors, E-2 investors, E-3 professionals, F-1 students, H-1B professionals, J-1 interns and trainees, L-1 intra-company transfers, and O-1 extraordinary ability
- **Permanent Residency:** Applications for permanent resident status ("green cards"), including PERM Labor Certifications to prove a shortage of U.S. workers to the U.S. Department of Labor and I-140 immigrant petitions based on many categories
- **Government Agency Work:** Administrative matters before DHS, DOL, the State Department, and DOJ
- **I-9 and E-Verify Policies and Systems:** I-9 compliance issues, I-9 verification procedures, ICE audits, and government enforcement proceedings

MANAGEMENT AND OPERATIONS

Sheppard Mullin regularly advises hospitality owners and operators in the myriad operational issues that the industry confronts in its day-to-day operations. Such matters include negotiation of management, franchise, and technical service agreements for both owners and operators, as well as leases, concession agreements, service contracts, and construction and renovation contracts. We also regularly provide advice concerning compliance with the Americans with Disabilities Act and alcoholic beverage licensing matters. With our considerable breadth, we are also able to draw upon specialized expertise in matters such as ERISA compliance, intellectual property protection, environmental regulatory compliance, and tax planning for complex corporate transactions.

Representative Matters Include:

- Represented **Oxford Hotels and Resorts LLC** in connection with a hotel management agreement for the Hotel 166 in Chicago, IL.
- Represented **Oxford 127 Huron Hotel Venture Property Company, LLC**, an affiliate of Oxford Capital Group and Quadrum Global, in connection with the lease of ground floor restaurant space at the Godfrey Hotel Chicago to an affiliate of Butler Hospitality, a New York City-based "ghost kitchen" operator who is using the space to operate an all-day dine-in restaurant and to provide virtual room service options for hotels in Chicago.
- Represented **Oxford Hotels & Resorts, LLC**, an Oxford Capital Group entity, in signing of Hotel Management Agreement to manage a proposed Cambria Suites Hotel in Phoenix, AZ.
- Represented the owner and developer a 400-room, all-inclusive resort under construction in Riviera Maya, Mexico, in negotiating a Hotel Management Agreement with an international hotel operator company.
- Represented **PNK I Group Investments, LLC** in connection with a franchise agreement with Choice Hotels International.
- Represented **Oxford Capital Group** in connection with a development management agreement and hotel management agreement with Goldman Sachs for a ground-up Godfrey Hotel project to be located in Hollywood, CA.
- Represented **Oxford Capital Group** with its review of the hotel management agreement with the Days Inn, Lincoln Park (IL).
- Represented a major restaurant chain in connection with an exclusive licensing agreement with a Kuwait-based, multinational retail franchise operator to develop up to 22 restaurants over the next five years in the United Arab Emirates, Kuwait, Bahrain, Qatar and the Kingdom of Saudi Arabia, with the opportunity to expand the agreement to other markets in the Middle East and North Africa, Central and Eastern Europe, Russia, and Turkey.
- Represented **Consorcio Hotelero Pegasus, S. de R.L. de C.V.** in its negotiations with Starwood for franchise agreements for four Aloft Hotels in Mexico.
- Represented **Molokai Partners** in negotiation and drafting of the management agreement for the Inn at Jackson Hole.
- Represented **Aloft Hotels** in the negotiation of a "master framework agreement" and model franchise agreement for the development and franchising of a series of Aloft Hotels in Mexico.

- Represent **Thompson Hotels** in connection with new hotel management agreements and various litigation issues.
- Represented **NALIBESA SA** in its negotiations of a hotel management agreement with Hyatt for a Hyatt Hotel in Bogota, Colombia.
- Represented **Sixty Hotels** in connection with new hotel management agreements for hotels that they own and/or manage.
- Represented **Hilton Worldwide** with art related matters for the Arizona Biltmore in Phoenix, AZ.
- Represented **Choice Hotels** on a licensing deal with Akamai Technology.
- Represented **Blue House Hotel** in the negotiation of a management agreement with Starwood for the Frida Kahlo brand of hotels in Latin America.
- Represented **LLJ Ventures** in the negotiation of management agreements for the purchase of Hilton Garden Inn in Wisconsin Dells, WI, the Comfort Inn and Suites in San Diego, CA; and the Holiday Inn Express in San Diego, CA.
- Represented **Wells Fargo Bank** in a license and franchise agreement of their real estate owned property the Sheraton Colonial in Boston, MA.
- Represented **Collins Development** in the negotiation of a management agreement of the La Valencia Hotel in La Jolla, CA.
- Represented **Landmark Leisure Group** in regard to trademark and trade dress matters.
- Represented **Blue House Hotel** in the negotiation of technical services and trademark agreements for the Frida Kahlo brand of hotels in Latin America.
- Represented **Tarsadia Hotels** in regard to potential investments in China.
- Representation of hotel owners in negotiating management agreements, franchise agreements and technical services agreements with each of the major US hotel companies, as well as with independent hotel operators. Several of our attorneys have also represented such major hotel companies as Four Seasons Hotels and Westin Hotels in negotiating management and related agreements on behalf of the operator.
- Represented major pension fund in the restructuring of its ownership interests in a hotel and convention center to avoid unrelated business taxable income.
- Represented owner of the Waterfront Hilton in Newport Beach, CA in a major construction dispute.
- Transfer of California alcoholic beverage licenses and advice to clients in structuring a license holding entity and its relationship to other hotel operations.
- Advice to clients concerning sales and use tax liability.

RESTRUCTURING, WORKOUTS, AND BANKRUPTCIES

With a strong national Bankruptcy and Restructuring practice, Sheppard Mullin has vast experience representing owners, lenders, and hotel operators in the restructuring of loans, in bankruptcy and other “work-out” proceedings, as well as with operational matters and negotiations that stem from overleveraged or mismanaged properties. Our representations include major hotel brands, banks, investors, and creditors of hospitality industry participants. Our attorneys move quickly to identify the right opportunity and implement the appropriate remedy based on the client’s needs. Our success has ranged from obtaining writs of attachment in both state and federal proceedings to the appointment of receivers to preserve collateral to recovering indebtedness from both primary obligors and guarantors.

Representative Matters Include:

- Represented **Bank of America** as the agent on a $150 million syndicated credit to Highlands Hotel with various steps including a state court receivership in California, the post-foreclosure sale of the project, varied litigation concerning condominium purchasers, land use negotiations, mechanic’s lien litigation and creditor representation in the Chapter 11 proceedings of the guarantor in Delaware.
- Represented **Bank of America** on $40 million syndicated loan concerning Hyatt-based hotel and condominium and related receivership proceedings.
- Represented **Bank of America** as agent in large credit concerning Las Vegas Fontainebleau hotel bankruptcy and related workout and litigation proceedings in various jurisdictions.
- Represented **GE Real Estate** on extensive restructure/deed in lieu process concerning the Reno, NV Marriott Courtyard hotel owner as part of a larger securitized credit.
- Represented special server, **Berkadia**, concerning the receivership and bankruptcy of Palm Springs Comfort Inns in Palm Springs, CA.
- Represented **Marriott** in creating protective language for their business deals, in disputes with owners, in restructuring financially distressed properties, and in bankruptcy, receivership and foreclosure matters worldwide.
- Represented **Marriott** in the restructuring of two significant deals in Denver, CO involving high profile mixed used properties and complex funding mechanisms with multiple lenders.
- Represented company on new construction and finance deal in Los Angeles, CA for large Marriott-branded hotel in well-known high profile complex.
- Represented **Marriott** in workout of high profile hotel in Europe with highly unique, complex funding structure and layers of financing where primary lenders had been acquired by the federal government and were foreclosing on the property.

- Represented **Marriott** in recovering substantial termination damages from rejection of long term management agreement which issues had been a matter of first impression for the bankruptcy court in the Southern District of New York.
- Represented **Marriott** in the receivership and bankruptcy of numerous hotels in the Midwest, New Jersey, Texas, and Georgia in negotiating receivership orders that protect the company and its valuable intellectual property and customer information.
- Represented **Marriott** in termination of brand flag from franchisee in bankruptcy, included complex deal issues and termination of lender rights.
- Represented **Marriott** as franchisee of Scrub Island on post-petition contract issues for one of Marriott's premier Caribbean properties.
- Represented **Marriott** in dispute with owner over Edition hotel in Waikiki – Worked out an immediate deal with senior lender to pay off existing loan. Worked with the private equity investor/mezzanine lender on a consensual settlement. Litigated damages issues relating to termination of manager.
- Represented **MICC** (Marriott's lending arm) in restructuring of debt at Ritz-Carlton Kapalua – consensual restructuring of hotel debt with non-Marriott owner.
- Represented **ZMC Hotels** in a loan restructuring matter.
- Representation in workouts involving the Bonaventure Hotel, the LAX Hilton, the Anaheim Hilton, the US Grant, the Loew's Coronado in San Diego, CA, and the All Star Inns chain.
- Represented Creditors Committee in a Chapter 11 proceeding involving the Omni Hotel in San Diego, CA.
- Represented acquirer of a pool of approximately 20 loans secured by small hotels.

ADVERTISING AND PROMOTIONS

Word of mouth and a few billboards just don't cut it any longer. Hospitality brands are utilizing new and sophisticated advertising and promotion methods to increase market share and brand awareness. Advertising law necessarily touches on a wide variety of legal disciplines, including entertainment, intellectual property, unfair competition, privacy and publicity rights, constitutional rights, e-commerce, and antitrust and government trade regulation, among others. Our advertising attorneys specialize in these issues from both the counseling and litigation perspectives. Our work generally covers the full range of advertising, marketing, and promotional endeavors.

E-COMMERCE

Our attorneys advise clients in all aspects of doing business on the Internet, including the creation of a website, development of website terms and conditions and privacy policies, DMCA compliance and the negotiation of back-end hosting agreements, third-party development agreements and related technology licensing agreements, disclaimers and copyright notices, copyright protection, consent agreements, proper use of photos, and sponsorship agreements. In addition, assistance is needed to monitor, enforce and protect against unauthorized sale of products, defamation, domain infringements, false advertising and unfair competition claims. While many of these disputes permit and require the application of established legal theory, online commercial endeavors also yield a variety of new and complex challenges stretching conventional law far beyond its original scope. Whether a company uses the Internet as an active and dynamic medium for transacting business, or as a more passive advertising forum, legal disputes with competitors and other intellectual property owners are inescapable.

We are well-equipped to provide guidance and representation in both transactions and litigation in a variety of areas, including:

- Domain name ownership
- E-commerce transaction disputes
- Protection and policing of proprietary content
- Privacy concerns
- Libel and defamation
- Jurisdictional effects of website ownership
- Online patent, copyright, trademark and trade secret disputes
- Authority of the Internet Corporation for Assigned Names and Numbers ("ICANN")

DESIGN AND CONSTRUCTION

Sheppard Mullin's nationally recognized Construction practice regularly assists in all phases of hotel, resort, and other development. Our attorneys know the design and construction industry and the technology involved therein, from BIM to curtain wall design to the intricacies of addressing a mechanics lien. In the pre-construction phase, we negotiate and draft the entire suite of design, construction, and management contracts, as well as completion guarantees, bonds, and construction agency and cooperative agreements. We regularly advise clients regarding construction loans, insurance, bonds and licensing. During construction, we advise clients regarding contract compliance, project documentation, and mechanics lien and stop notice

law. We also engage in early dispute resolution so that claims are not left for resolution at project close-out. Post-construction, we represent clients in the litigation, arbitration, and mediation of claims and disputes, and some of our attorneys serve as neutral arbitrators of design and construction disputes.

Representative Matters Include:

- Represented **Marriott** in the negotiation of construction contracts for various properties in the United States.
- Represented **Oxford Capital Group** in all design and construction contracts for the Godfrey Hotel Chicago, LondonHouse Chicago, and Essex Inn hotel in Chicago, IL.
- Represented developer with drafting of series of construction, design and construction management contracts, general advice, and prevention/mitigation of claims in connection with the development of the largest resort destination in the Caribbean.
- Represented **Bahamar Development** in the negotiation of hotel construction contracts.
- Defended developer of "lifestyle shopping mall" against mechanics lien foreclosure action brought by architect. Obtained order releasing lien from title.
- Represented developer in defects lawsuit against contractor, subcontractors, sub-subcontractors, supplier and consultant involving luxury high-rise apartment building in Santa Monica. Achieved highly favorable settlements, including in the middle of jury selection.
- Represented agent bank in connection with mechanics lien and defect litigation, and dispute with asset manager arising out of the development of the Ritz Carlton Highland Hotel in Lake Tahoe, both pre- and post-foreclosure.
- Trial counsel for a national hotel developer in a multi-million dollar delay and inefficiency mechanics lien claims involving a mixed use project in Chicago, IL. Defeated all claims after a three week trial.
- Trial counsel for a lender and national hotel developer involving base contract and extra mechanics lien claims on a partially built hotel in Chicago, IL. After a two week trial, achieved substantial reduction in lien value.
- Defeated, on behalf of a national hotel developer, a general contractor's mechanics lien claims asserting base contract and extra claims involving a Chicago, IL-area hotel project. Defeated all claims through summary judgment motion practice.
- Represented international hotel developer in defending against multi-million dollar inefficiency claims involving a hotel development in St. Louis, MO. Achieved a claim value less than client's final settlement offer after week long arbitration.
- Prosecuted on behalf of a national hotel and condominium developer claims related to a defective hydroponic heating and cooling system installed in a 100 year-old hotel building on the South-Side of Chicago, IL. Settled the matter on favorable terms.
- Represented regional developer in the resolution of construction and design defect claims related to suburban Chicago, IL hotel development. Settled matter through mediation without the need to incur the expense of litigation.
- Represented national contractor in prosecuting base contract and delay claims against a hotel project in Chicago, IL. Favorably settled the matter after the close of discovery.

LITIGATION AND ARBITRATION

Sheppard Mullin's Litigation group has a proven track record of settling disputes quickly and cost-effectively, but never shies away from trial when settlement is not possible. Our team has handled numerous jury trials, bench trials, and arbitrations covering a wide range of hospitality matters, including the representation of hotel owners and managers in management/company, license, and a variety of tort and contract disputes; representation of hospitality companies in labor and employment litigation, including ADA and non-compete agreements; representation of hospitality companies in franchisor/franchisee disputes; representation of management companies in antitrust disputes; representation of parties in territorial exclusivity disputes; and representation of fractional ownership companies in various disputes; and representation of developers in a variety of real estate, entitlement, construction, and other disputes.

Representative Matters Include:

- Advised **InterContinental Hotels Group** in connection with its rights and obligations under a management services agreement with Service Properties Trust for an over 100 hotel portfolio.
- Represent **InterContinental Hotels Group** in connection with various litigation issues.
- Represented **Denihan Hospitality Group** in disputes involving the owners and Ark Investment Partners as manager of owners.
- Represented **Denihan Hospitality Group** in contract negotiations with owner of The James hotel in Florida.
- Defeated class certification on behalf of a national restaurant chain in a case alleging that the client misrepresented that its meats were naturally raised.
- Obtained dismissal of class actions filed against a national restaurant chain alleging that it has a duty to disclose certain ingredients on its menus.
- Represented an international restaurant chain in highly-publicized litigation brought by vegetarians, Hindus, and kosher Jews in California, Washington, Texas, New Jersey, and Illinois state courts involving alleged non-disclosure that the Company's french fries contained beef flavoring. We took the lead role in negotiating an innovative global settlement involving a $10 million cy pres fund and creation of a vegetarian advisory board, among other things.

- Achieved a complete win for a regional chain of fast food restaurants in three consolidated cases alleging claims under the Americans with Disabilities Act, California Disabled Persons Act, and Unruh Act.
- Obtained summary judgment on behalf of a national restaurant chain in a case involving disability access claims under the Americans with Disabilities Act.
- Represented **Four Seasons' timeshare operating company** in an arbitration against the owner of adjacent hotel property.
- Represented **Promus Hotels** in an arbitration against the hotel owner concerning rights under the license and franchise agreements.
- Represented **Keating Hotel Company** in an arbitration against its funding source for various contractual breaches.
- Represented **Eurohypo AG** as head of a lender consortium in litigation affecting ownership of the Montelucia Resort in Scottsdale, AZ.
- Represented **Hardage Hotel Group** in litigation concerning internal operational issues.
- Represented international hotel company regarding breach of non-disclosure agreement.
- Trademark litigation on behalf of the Los Angeles Biltmore, the MGM Grand in Las Vegas, and the O'Connell Lodge chain.
- Represented **Thompson Hotels** in various litigation matters.
- Represented **Ballantyne Resort** in regard to a potential consumer fraud matter.
- Represented **Lane Field San Diego Developers, LLC** in defending against land use (CEQA) litigation brought by the hotel workers' union, UNITE HERE Local 30.
- Represented **Hotel Del Coronado** in defending its entitlements against a land use (CEQA) challenge brought by UNITE HERE Local 30, and in the appeals filed to the California Coastal Commission.
- Represented **C.W. Clark, Inc.**, in the defense of a land use (CEQA) litigation brought against its planned Marriott hotel.
- Representation of hospitality companies in labor and employment litigation, including ADA and non-compete agreements.
- Representation of hospitality companies in franchisor/franchisee disputes and management company disputes.
- Representation of parties in a territorial exclusivity disputes.

ANTITRUST AND COMPETITION

Recognized by *Chambers, Competition Law360, Legal 500, Global Competition Review*, and *SuperLawyers*, among others, our team has more than 30 attorneys who do nothing but practice antitrust and competition law and includes former high-ranking officials and trial attorneys from the FTC and the U.S. Department of Justice, Antitrust Division.

The hospitality industry has been undergoing dramatic changes in recent years, with consolidation occurring across several key sectors. At the same time, the industry faces increasing antitrust risks as the Biden administration and State Attorneys General continue to ramp up their antitrust enforcement efforts and as plaintiffs challenge certain business practices.

These risks have led a growing number of companies to turn to our leading global antitrust and competition group, as the hospitality industry is a key focus of our practice. Our antitrust attorneys have represented several key players in the industry, including hotels, travel agencies, and consortiums, on a wide range of antitrust issues. We have significant expertise regarding antitrust issues related to potential transactions, pricing practices, and government investigations and litigation. We are also recognized as thought leaders in this space, as we frequently speak and write on these topics.

OUR ATTORNEYS ARE RESPONSIVE TO CLIENT NEEDS ANYWHERE IN THE WORLD

Sheppard Mullin is a full-service, international AmLaw 100 firm with over 850 attorneys in 15 offices located throughout California and in Chicago, Dallas, New York, Washington, D.C., Brussels, London, Shanghai, and Seoul. Our international presence and strong network of relationships have given our attorneys the experience to handle the legal needs of companies around the globe.

Given the depth and breadth of the firm's experience in all aspects of the hospitality industry, our attorneys are able to bring concrete and cost-effective proposals and solutions to virtually every type of legal problem that our clients face. Our team prides itself on its practicality and problem-solving abilities. Our philosophy is to staff matters leanly with experienced, effective, and results-oriented attorneys. Our attorneys, as well as our paralegals and staff members, know that availability and responsiveness are paramount and that our services must be accessible to our clients whenever and wherever needed. To this end, the firm abides by a set of Client Service Standards that guide our daily interaction with each of our valued clients.

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HOSPITALITY TEAM