

## Retail, Restaurant, & Consumer

---

The retail industry is experiencing significant disruption and transformation as consumers' preferences and behaviors evolve with the increasing prevalence of technology and globalization.

The more than 50 lawyers in our Retail, Restaurant, & Consumer Industry Group are passionate about this industry and continually find ways to stay abreast of emerging trends and their impact on our clients' businesses – whether advising landlords on the changing definition of acceptable uses for their properties from medical clinics to microbreweries or counseling retailers on data privacy laws as they implement their omnichannel strategies.

*Chambers USA* says that our team is "super business-minded and commercial, hyper-responsive, but also detail-oriented and thoughtful." Our clients appreciate that we "have a tremendous amount of experience in retail" and give advice on all matters "from store redevelopment to IP."

Our seasoned lawyers collaborate efficiently and seamlessly across practices and offices to give our clients sophisticated, well-rounded advice to address the complex issues facing retail companies, property developers, investors, and operators. Our clients also benefit from the experience of former in-house lawyers for retail and restaurant companies and former General Counsel for other companies, as well as former government officials, a licensed environmental engineer and other cross-trained professionals on the Goulston & Storrs team.

We work on some of the most high-profile and complex retail development projects in the United States, including, with increasing frequency, those that are urban, transit-oriented, and mixed-use, from inception to completion. Our clients appreciate our true team approach, which translates to carefully structured joint ventures and acquisitions that take into account the multi-year lifecycle of these assets through financing, permitting, construction, stabilization, and eventual exit.

We also advise retailers, restaurateurs, and providers of consumer goods and services (including operators of entertainment venues); suppliers doing business with enterprises in the retail, restaurant, and consumer industries; and many foreign enterprises and investors who are actively looking to participate in this segment of the U.S. market. We have particular experience counseling international retailers on their U.S. launch strategy from basic entity formation and employment laws to negotiating the leases for their first brick-and-mortar locations and protecting their brands. Our international expertise is supplemented by our membership in two transnational consortia of law firms, enabling us to provide our clients with local knowledge and advice wherever they do business around the globe.

We counsel and advocate for our clients in the following areas:

- Acquisitions, dispositions and mergers
- Bankruptcy matters, including workouts, restructurings, and acquiring assets out of bankruptcy
- Capital markets access and related transactions

- Data privacy
- E-commerce
- Employment law and executive compensation issues
- Environmental matters, including everything from indoor air issues to toxic and hazardous waste cleanup
- Financing, including all types of complex and creative financing
- Intellectual property, including copyrights, trademarks and trade secrets
- Joint ventures and other complex collaborations
- Leasing
- Licensing
- Litigation and dispute resolution
- Permitting, zoning and development
- Real estate matters and transactions of all kinds
- Tax matters of all kinds

In addition to providing legal advice, we monitor industry trends and provide our perspective through our blog, the *Retail Law Advisor*, and our active involvement in organizations such as the International Council of Shopping Centers (ICSC) – including holding leadership positions in planning committees for major ICSC conferences.

To learn more about the latest trends in this industry, please subscribe to our [Retail Law Advisor](#) blog.

## Clients

- Ardene
- Bose
- Brixmor Property Group Inc.
- BXP
- CarMax
- CBL & Associates Properties
- EDENS
- Farrow & Ball
- FatFace
- Federal Realty Investment Trust

- Hamleys
- Jamestown Properties
- Kimco Realty Trust
- The Kraft Group
- LXR & Co.
- M. Gemi
- National Development
- New England Development
- Patchi
- PREIT (Pennsylvania Real Estate Investment Trust)
- Rockets of Awesome
- Roots
- Samuels & Associates
- Simon Property Group
- Soft Surroundings
- Swarovski
- Tory Burch
- Vince
- The Wilder Companies
- The White Company
- WS Development

## Representative Matters

### **Hadron Capital Successful Funding of Several Recent Acquisitions by Gold Flora**

Representation of Hadron Capital on the successful funding of several recent acquisitions by Gold Flora.

### **National Home Improvement Retailer Subleases**

Negotiation, on behalf of a national big-box home improvement retailer, of subleases for four big-box properties located in three states to a national big-box garden supply retailer.

### **National Movie Theatre Chain Multiple Leases**

Negotiation, on behalf of a national movie theater chain, of several leases in multiple states, including a ground lease in Virginia for a joint venture with a bowling chain.

**National Developer in Numerous Retail Leasing Matters for Shopping Centers**

Representation of a national developer in numerous retail leasing matters for shopping centers in multiple U.S. states, including: the negotiation of a big-box lease in Simi Valley, CA with a national movie theater chain; a restaurant lease in Downey, CA with a national franchisor; and a ground lease in Highland Village, TX with a national bank.

**Department Store Chain Subleasing**

Representation of a department store chain in the subleasing of big-box retail buildings located in multiple U.S. states.

**Leasing and Redevelopment of Retail Shopping Centers**

Representation of a private equity real estate investment firm in the leasing and redevelopment of retail shopping centers in multiple U.S. states, including complex redevelopment-related leases and lease amendments.

**Leasing and Development of Retail Shopping Centers in Texas**

Representation of a joint venture partner in the leasing and development of numerous retail shopping centers in Texas, including big-box fitness center leases with NFL-affiliated and other national fitness center tenants.

**Acquisition and Loan Assumption for Wichita Shopping Center**

Representation of a national retail developer in connection with the purchase of a controlling interest of a shopping center in Wichita, Kansas valued at \$53M and assumption of a mortgage loan in connection therewith.

**Leasing of Hundreds of Mixed-Use and Lifestyle Centers and Shopping Malls**

Leasing of hundreds of mixed-use and lifestyle centers and enclosed shopping malls, such as:

- CambridgeSide Galleria, Cambridge, MA
- Chestnut Hill Square, Newton, MA
- Centennial Lakes, Edina, MN
- Garden City Center, Cranston, RI
- Hingham Shipyard, Hingham, MA
- Legacy Place, Dedham, MA
- Lynnfield Crossing, Lynnfield, MA
- Northborough Crossing, Northborough, MA
- Patriot Place, Foxboro, MA
- Prudential Center, Boston, MA
- Reston Town Center, Reston, VA
- South Bay Center, Boston, MA

- The Loop, Kissimmee, FL
- The Loop, Methuen, MA
- The Shoppes at Derby Street, Hingham, MA
- Wisconsin Place, Chevy Chase, MD

#### **Nationwide Leasing for Retailers**

Representation of a wide range of retailers in connection with their retail stores across the country and internationally into malls, outlets, shopping centers and more, including:

- Bose
- CarMax, Inc.
- Soft Surroundings
- Tory Burch
- Vince

#### **Kraft Group Permitting and Development of Patriot Place in Foxborough, MA**

Representation of The Kraft Group (TKG) in the permitting and development of Patriot Place, a 1.4M SF office, retail, entertainment and hotel complex at Gillette Stadium in Foxborough, MA. The firm previously assisted TKG with securing federal, state and local approvals to build the \$325 million professional football and soccer stadium.

#### **Federal Realty Investment Trust Acquisition of Retail Shopping Center Portfolio in CA**

Representation of Federal Realty Investment Trust in connection with the acquisition of a portfolio of retail shopping centers in Los Angeles, CA, including multiple layers of membership interest acquisitions, joint ventures, tax structuring, multiple lender consent processes, tax credit investor consents, and properties that were developed with a complex mix of urban renewal and other governmental subsidies. The deal was structured as a platform joint venture with Primestor Development Inc. to own the portfolio (which includes 1.3 million sq. ft. on 114 acres) and to buy and develop new centers in Los Angeles County.

#### **WS Development Seaport Square Boston, MA**

Representation of WS Development in its acquisition, development, financing, and leasing of more than 1.5 million square feet of retail in Boston's Seaport District, which lies at the heart of Boston's waterfront redevelopment and is the largest urban redevelopment project in New England. The project includes the 23-acre Seaport Square, which will ultimately grow to 6.3 million square feet of retail, dining, residential, office, hotel and cultural uses. Seaport Square is a transit-oriented development involving substantial construction and connecting to existing MBTA stations and tunnel structures, and significant coordination with transit agencies.

#### **BXP Permitting, Development and Leasing of Prudential Center in Boston, MA**

Representation of BXP in permitting, development, and leasing of Boston's Prudential Center, including a 36-story office building, an 11-story office building, a 13-story hotel and residential building, a luxury condominium building, a supermarket, and retail space.

**BXP Joint Venture with Delaware North Hub on Causeway TD Garden Expansion Project**

Representation of BXP (in a joint venture with Delaware North) regarding its "Hub on Causeway" TD Garden expansion project, a redevelopment which will encompass more than 1.5 million square feet of mixed-use retail, office, hotel, and residential. The firm's representation includes joint venture formation with Delaware North, acquisition of the project by the JV, development of the first phase of the project and expansion to the Boston Garden development, phase one leasing, as well as options for future tower developments at the site. The site includes North Station, one of Boston's two inbound terminals for buses, Amtrak, and MBTA commuter rail trains.

**Federal Realty Investment Trust Assembly Row Somerville, MA**

Representation of Federal Realty Investment Trust (FRIT) in connection with the development of Assembly Row in Somerville, Massachusetts. This partially completed mixed-use project is composed of multiple parcels and entitled for up to 2,100 residential units, 1.75 million square feet of commercial space, 512,000 square feet of retail, restaurant and cinema space and a 200-room hotel. In addition, the project includes construction of a bus and light rail mass transit station. Goulston & Storrs provided counsel in connection with structuring a series of transactions with AvalonBay for the latter to develop the first two parcels. Both will include ground floor retail space and multifamily residential rental units above. This project also included Brownfields redevelopment, condominium ownership structuring, improvements to state owned parks, REIT tax and other compliance issues and retail leasing.

**Samuels & Associates Fenway Developments**

Representation of Samuels & Associates in the development of multiple mixed-use projects involving retail, multifamily, office and tech/innovation elements. The firm has worked with this client to develop more than one-and-a-half million sq. ft. of new mixed-use development in the iconic Fenway neighborhood of Boston. The firm handles all of the permitting, zoning and land use, real estate structuring, development, and leasing for Samuels' Fenway developments.

**FatFace Expansion into the United States**

Representation of FatFace United Kingdom, a lifestyle clothing and accessories retailer on their expansion into the United States with leases for retail space in Portland, Maine, Lynnfield, Massachusetts, and Newport, Rhode Island.

**Landlords in Complex Leasing Negotiations with Major Brand Name Big Box Retailers**

Representation of landlords in complex big box leasing negotiations for major brand name retailers such as Bed, Bath and Beyond, Best Buy, Burlington, DSW, Nordstrom Rack, Ross Stores, Saks Off Fifth, Staples, Ulta and the TJX Companies including their Homegoods, Homesense, Marshalls, and TJ Maxx concepts.

**Hamleys, Ardene, LXR & Co., EXKi U.S. Expansion**

Representation of a wide range of foreign retailers in connection with their expansion into North America. A sampling of these clients includes Hamleys, Ardene, LXR & Co., and EXKi.

**PREIT \$465M Acquisition of Springfield Town Center**

Representation of PREIT in connection with on its \$465M acquisition of the newly re-developed Springfield Town Center in Springfield, VA.

**Movie Theater Leasing and Management Agreements**

Movie theater leasing and management agreements both for landlords and tenants.

**CBL & Associates Properties, Inc. Public Offering Matters**

Representation of CBL & Associates Properties, Inc. with respect to all of its public offering matters. Also advises CBL on complex property portfolio transactions, joint ventures and general board and management advisory work.

**Gordon Brothers Group Outside General Counsel**

Ongoing representation of Gordon Brothers Group as general counsel and in connection with the acquisition and disposition of several national retail chains. Handle a range of general corporate work, entity formations, tax, leasing, real estate, trademark, and employment matters. Recently represented the client and its affiliate in several non-public distress asset acquisitions, including completing the distressed acquisition of a clothing retailer and the potential disposition of excess real estate. Also represented the client in connection with obtaining a credit facility for a syndicate of lenders.

**General Counsel to Not Your Average Joe's**

Not Your Average Joe's restaurant chain as general counsel.

**Boston Culinary Group Merger with Centerplate**

Representation of Boston Culinary Group, a leading provider of food and beverage concessions services, in its merger with Centerplate, Inc., a Kohlberg & Co., portfolio company.

**Restaurant Chain Acquisitions**

Representation for various restaurant chain acquisitions.

**Major Restaurant Franchisee Product Rollout to Supermarkets**

Representation of major restaurant franchisees in connection with the rollout of K-Cups and other products to supermarkets. Also negotiated a groundbreaking collaborative franchisee profit sharing program for the overall brand.

**Women's Apparel Company Intellectual Property Issues**

Represented a women's apparel company in brand protection, copyright advice, category licensing, its e-commerce fulfillment agreement, and the eventual sale of its intellectual property and other assets. The sale and license transactions were with one of the client's licensees, which had purchased the client's debt and was able to use that control as leverage in negotiations. Nonetheless, the Goulston & Storrs team was able to secure licenses back from the purchaser and save the client's core business.

**Shopping Center Landlords in Chapter 11 Cases**

Shopping center landlords in Chapter 11 cases of Aeropostale, Inc., Ames Department Stores, Inc., Bally's Total Fitness, Barney's, Inc., Borders Group, Inc., Bob's Stores LLC, Calumet Photographic, Inc., City Sports, Inc., Coldwater Creek, Inc., Crumbs LLC, Deb Stores Holding LLC, Discovery Zone, Inc., Draw Another Circle LLC (MovieStop), Edison Brothers Stores, Inc., EMS Operating Company LLC, Filene's Basement, LLC, Friendly Ice Cream Corp., General Wireless Operations Inc. (RadioShack), The Great Atlantic & Pacific Tea Company, Inc. (A&P), The Gymboree Corporation, Kmart Corporation, Linens Holding Co. (Linen 'n Things), Loehmann's Holdings, Inc., Loews Cineplex Entertainment, Merry-Go-Round Enterprises, Inc., Montgomery Ward & Co., Inc., Old Country Buffets, Pacific Sunwear of California, Inc., Performance Sports Group (dba Bauer Hockey), RadioShack Corporation, Ritz Camera, Strawberries, Inc., Toys "R" Us, Inc., TSAWD Holdings, Inc. (Sports Authority), The Weathervane Retail Corp. and The Wet Seal LLC.