



*Far and away the best prize that life offers
is the chance to work hard at work worth doing.*

— THEODORE ROOSEVELT

Retail Practice Group

We frequently joke that, after 400-500 years, we lawyers really do catch on! Catch on to what? Look around and you will notice that economic activity is largely organized by industry. Departments and groups in law firms, by contrast, often reflect law school classes rather than the industries they purport to serve. After 400-500 years (actually, in 1988, for us), our Retail Group really did catch on—we departed from the traditional law firm structure and focused ourselves first and foremost on the industry that is our passion—retailing.

What can we do for our retail clients? Our service is focused on you, your customers, your stores, your challenges, and your opportunities. We deliver our service in a direct and personal way. We know that our retail clients put a premium on our responsiveness and efficiency. The quality and depth of our services reflect our years of fun and experience with retailers (collectively, well more than 150 years!)

Our practice reflects the diverse and successful nature of our retail clients. A sample of our experience base is described below.

RETAIL LEASING

As a result of the success and vision of our clients, our retail leasing practice extends to every major U.S. market. Our client base reflects the diversity of retailing, from small, single-store startups to international chains. To illustrate the breadth of our practice, consider that

- We negotiate over 1000 leases per year covering 1,000,000's of square feet
- We help our clients acquire, sell, develop, lease and operate retail support facilities, including large distribution centers
- We actively assist our clients in addressing the challenges and opportunities of lease administration, as well as property management and asset management
- We have extensive experience in store closure, “down-sizing” programs, lease restructuring, and brand re-positioning
- We negotiate lease-related construction documents with an eye to identifying and controlling unexpected costs. Also, our Litigation Practice Group zealously represents our retail clients in retail construction disputes, including defective construction, delayed work, and tenant improvement allowance collections
- Our clients place strong emphasis on cost effective strategies designed to minimize environmental liability and avoid interference with business operations caused by environmental contamination or remediation. We play a crucial role in developing these strategies, including:

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- Assessing risk, especially through critical review and analysis of expert data and reports
- Assessing the adequacy of remediation plans, ensuring compliance with remediation programs, managing and addressing regulatory matters, and, when appropriate, defining participation in remediation activities
- Participating in environmental dispute resolution through our Litigation Practice Group's emphasis on and experience in environmental disputes
- Assessing the propriety and practicality of relying on covenants to remediate, environmental indemnities, especially from landlords, former owners or operators, including oil companies
- Developing cost-effective programs to participate (through purchases or leases) in the development of contaminated property

Our clients have included:

adidas	Millers Outpost
Advance Auto Parts	Modern Woman
American Retail Group	Oakley
Anchor Blue	OfficeMax
Ann Taylor	Olympic Boat Center
Au Bon Pain	Omaha Steaks
Baja Fresh	Paccar Automotive
Caffe Primo	Reebok
Charming Shoppes, Inc.	ROAD
Cinnabon	Rockport
Columbia Sportswear	Shah Safari
Dress Barn	ShopKo
Eddie Bauer	Sporting Eyes
Eastern Mountain Sports	Starbucks Coffee Company
Fresh Vitamins	Sunglass Designs
Fun Factory	Teavana
Hart's Athletic Clubs	Tilly's
Hot Topic	Torrid
International News	The Tux Shops
Jay Jacobs	Washington Retail Association
La Perla	Weinerschnitzel
Lane Bryant	Wet Seal
Levi's by Most	Wizards of the Coast
Little Caesars	Woman's World Shops
Little Caesar Franchisees	Zales
Maurices	Zebraclub
Mieko's Fitness	

REPRESENTING FRANCHISEES

Virtually all retailers, especially franchisees, make more progress in leasing negotiations if they focus on a strong letter of intent ("LOI"). We often assist franchisees with their LOIs, which pave the way for a much more successful lease negotiation.

A lease is not only one of a franchisee's largest obligations, but also one of a franchisee's largest (and most strategic) assets. A franchisee's lease is a platform for the business and a key asset (especially when a franchisee has an opportunity to sell!)

A franchisee's lease should not only satisfy lease-related requirements and objectives of the franchisor, but should allow the franchisee to achieve its own strategic objectives.

We assist franchisees with these leasing services with the same experience, insight and strategies that we bring to bear for large retailers. We offer a suite of payment options, including a variety of fixed fee services.

STORE CLOSURES/DOWN-SIZING/LEASE RESTRUCTURING

We have extensive experience with efforts by retailers to re-configure their businesses. Members of our Retail Practice Group have closed stores or restructured leases for several hundred locations nationwide, including negotiations with many national retail landlords.

PURCHASE AND SALE TRANSACTIONS

Our Retail Practice Group annually handles several dozen purchase and sale transactions throughout the country, especially in the retail context. These transactions vary in size from ownership of entire developments to single parcel transactions, but all are important to our clients so we give close attention to each deal.

LICENSING

Several members of our Retail Practice Group have considerable experience in licensing in the retail and telecom contexts. For example, we have handled national and international license arrangements, which embody the essence of their businesses, namely their valuable brands.

SALES AND ACQUISITIONS

We provide legal advice about the sale and acquisition of retail businesses, especially in connection with leasing and related operating issues. We have handled many large due diligence projects in connection with acquisitions and dispositions of retail chains and groups of stores, including obtaining consents, estoppels, and amendments in a timely and efficient fashion.

OPERATIONS

We represent and counsel retail customers about operations issues, vendor disputes, construction matters, liability issues, and promotional matters.

DISPUTE RESOLUTION

Our Litigation Practice Group has represented retailers in a large variety of disputes that have involved vendors, store closures, other lease-related issues, advertising and promotions, environmental issues, licensing, defective products, contractual disputes, and operating issues. In addition to traditional courtroom litigation, we encourage our clients to employ Alternative Dispute Resolution techniques, which (when effectively utilized) produce fair and efficient resolution of disputes.

CREATIVE BILLING

Unlike many law firms who talk about alternative billing arrangements (but, in fact, bill almost everything hourly), we have a huge amount of experience in fixed fee, blended fee, capped fee, limited scope and other alternative billing arrangements.

CONTACT US

We enjoy assisting our retail clients. If there is an opportunity for us to help you, please let us know. We would be delighted to be part of your team.

Please contact James Lovell, Managing Member, at 206.438.5270 (tel); 206.438.5271 (fax); or jlovell@opuslawgroup.com, or any other member of our group. We look forward to hearing from you!