

Restaurant

During the past 10 years, GrayRobinson has represented numerous restaurant enterprises, ranging from private companies that have just formulated their concept, to those that are publicly held and operate restaurants in sites throughout the world.

Members of the restaurant industry we either have represented in the past or continue to represent include Antonio's of Sand Lake, Antonio's La Fiamma, Café D'Antonio, Ruby Tuesday, Planet Hollywood International, Hard Rock Cafe International, Gator's Dockside, Cafe Tu Tu Tango, Holiday House, All Star Cafe, L&N's Seafood, Park Plaza Gardens, Caruso's Palace, Lombard's Landing and Wild Jacks.

Our firm has a number of attorneys whose practices address many of the issues affecting the restaurant industry. Several of our lawyers devote a substantial portion of their practices to the representation of restaurant industry clients and their related legal issues.

International Experience

We have been directly involved in the establishment of restaurants by our clients throughout the United States and in many diverse foreign locations, including Mexico, the Caribbean, South America (Uruguay, Brazil, Argentina, Chile), Canada, Iceland, Western Europe (France, England, Spain, Germany, Italy), Northern Europe (Finland, Sweden), Eastern Europe (Russia), the Far East (Hong Kong, Malaysia, Korea, Japan, the Philippines, Taiwan, Thailand, Indonesia, Singapore, China, Vietnam, India) and the Middle East (Egypt, Dubai, Israel, Lebanon, Kuwait).

We have utilized various means of structuring these investments, including franchises, joint ventures, U.S. limited liability companies and corporations, branches, foreign companies and limited partnerships. We involve local counsel to the extent necessary in other jurisdictions to ensure that our clients' rights and interests are protected to the fullest extent possible. Tax matters are addressed to minimize each client's worldwide tax position.

Corporate, Securities and Liquor Licensing

Our corporate attorneys assist in the formation of operating entities (whether corporations, limited liability companies, joint ventures, limited partnerships or foreign entities) and the negotiation of their terms: the establishment of financing, licensing, franchising, merchandise supply and management arrangements, negotiation and drafting of related documents.

We have proactively represented restaurant companies seeking start-up or expansion financing, whether from banks and similar financial institutions, venture capitalists and securities underwriters or private sources. Frequently, we have assisted our clients in developing creative means of obtaining such financing including, preferred stock issuances, private placements of limited partner equity interests, subordinated debt and issuances of debt instruments with equity participation features.

Several of our attorneys have experience in federal and state securities laws. Our experience extends to structuring private placements, negotiating with venture capitalists and securities underwriters, and preparing any necessary disclosure documents and registration materials for the Securities and Exchange Commission and state securities administrators.

We also assist in the procurement of liquor licenses, the issues of, certificates of occupancy, health inspections and similar matters. Our corporate and tax groups have assisted our restaurant industry clients in charting pathways through complex reorganizations (including mergers, spin-offs, consolidations and liquidations) and corporate or financial restructurings. We have designed numerous plans to assist our clients in achieving their structural goals in the most expedient manner, taking into account business, regulatory and tax (both federal and state) considerations. We have also assisted our clients in structuring buy-sell agreements and shareholders agreements and in the purchase and sale of interests in restaurant companies.

Incentive Programs

Our corporate and tax groups also work together to assist our restaurant clients in developing and implementing employee incentive and fringe benefit plans, including both qualified and nonqualified plans, such as 401(k) plans, performance bonuses, restricted stock plans, option and equity participation arrangements and incentive stock options.

Tax

Our tax group has experience in virtually all aspects of tax law, with a focus on the taxation of corporations, partnerships and international transactions.

We have advised members of the restaurant industry regarding the most tax-efficient means (while addressing necessary business considerations) of forming operating entities and structuring reorganizations, financing arrangements, acquisitions and dispositions, and incentive arrangements.

The conduct of overseas activities by our restaurant clients is structured with a focus on minimizing the worldwide taxation of their multinational operations and obtaining the greatest possible tax deferrals. Care is taken to utilize that appropriate type of entity and ownership structure with respect to the conduct of operations in a particular foreign country.

Our tax department ensures that international licensing transactions and the establishment of operations in foreign jurisdictions do not run afoul of U.S. excise or similar taxes relating to the outbound transfer of intangible assets. Our tax lawyers also are closely involved in the design of any employee incentive and similar-type plans. The tax group also has experience in representing clients before federal and state tax agencies, whether in revenue examinations or with respect to requests for technical advisements.

Management and Labor Law

We offer our restaurant clients decades of management labor and employment law practice experience, including the representation of employers in resisting the unionization of an

employer's workforce, union elections conducted by the NLRB, collective bargaining, arbitration and NLRB unfair labor practice litigation.

The firm has advised in all alleged discrimination areas, including claims based on race, sex, color, creed, national origin, age, marital status, veterans status and disability/handicap under federal and state laws and local ordinances, in the investigation and litigation stages.

We have advised on many food and beverage wage-hour issues, including tipped employees, hours worked, overtime, split jobs, permissible deductions from pay and child labor under the Fair Labor Standards Act. There are evolving issues under the Family and Medical Leave Act.

Our firm also defends equal employment opportunity charges against employers. We are involved in defending claims of discrimination, wrongful discharge and employment-related contractual (whether "at will") and tort claims in state and federal courts. We represent employers in unemployment compensation claims, misconduct issues and the appeal process before the agency and in state courts.

Real Estate and Land Use

Our real estate group has experience in dealing with all aspects of local, state and federal land use, zoning and environmental rules and regulations and brings sophisticated advice and counsel to bear in connection with lease negotiations and related issues.

Our land use group offers proven ability and experience in dealing with all aspects of local, state and federal land use and environmental rules and regulations, including Development of Regional Impact proceedings, with attorneys experienced in the approval process for new and continuing projects. We have experience in assisting our clients in lobbying local, state and federal officials in order to protect their interests.

Litigation

Our litigation department combines experience, ingenuity, tenacity and persuasion in and out of the courtroom to achieve successful results for our restaurant industry clients. Our litigators have appeared or argued before every level of the court system, including the U.S. Supreme Court, and also have represented clients in administrative proceedings at both the state and federal levels. We have represented our clients' interests before administrative agencies, including the Cabinet and the Governor of Florida. Our litigation attorneys have also assisted a number of our clients in developing risk management programs in connection with virtually all aspects of the conduct of the business of a restaurant enterprise.

We handle litigation matters of all sizes. Our trial lawyers represent small businesses and large corporate clients in routine, ongoing situations and in complex or emergency matters. Our litigation practice covers virtually every type of civil litigation, with emphasis on business and commercial litigation. This includes breach of contract, eminent domain and inverse condemnation, construction litigation, landlord/tenant issues, collections and real property litigation.

Regulation

Our Tallahassee office stands ready to assist our restaurant clients in any regulatory matter they may encounter.

Decades of experience before the legislative and administrative agencies ensure that issues are handled effectively and expediently, whether they involve the Department of Business and Professional Regulation, the Department of Revenue, proposed legislation or any other issue facing our restaurant clients.