BERGER SINGERMAN
FLORIDA'S BUSINESS LAW FIRM

HOSPITALITY & LEISURE

Our team has deep industry knowledge and significant experience in the hospitality, resort, restaurant and entertainment industries. Our attorneys with industry experience are capable of quickly and efficiently identifying issues and opportunities to enhance the business prospects of an industry participant. One of the most important industries for the Florida economy, and hence one of our industry strengths, is the hospitality and leisure industry.

We represent clients in developing, acquiring, and disposing of, hotel properties, obtaining necessary entitlements and zoning approvals, resolving environmental issues, addressing securities issues in connection with condo-hotel and fractional interest sales, preparing condominium and fractional ownership documents, resolving regulatory requirements, negotiating management and licensing agreements, and negotiating project financing. On many of these transactions, our Hospitality & Leisure Services Team works closely with our real estate attorneys.

Although real estate related issues are our most frequent involvement in this industry, our employment law attorneys are also experienced in the unique employment aspects of this labor intensive industry. Our industry specialists work with our transactional attorneys in the sale or acquisition of hospitality and leisure companies.

We are experienced in the following kinds of projects:

- Hotels
- Resorts
- Condo Hotels and Resorts
- Timeshares and Vacation Clubs
- Private Residence Clubs
- Branded Residences
- Country Clubs
- Beach Clubs
- Yacht Clubs
- Marinas
- Restaurants
- Entertainment Centers
- Sports Arenas
- Convention Centers
- Public Sports Facilities
- Mixed Use Developments

Members of our Hospitality & Leisure Services Team are often involved with our Restructuring team in many of Florida's most complex consensual workouts and bankruptcies of hospitality related entities. Our restructuring expertise is also accessed by clients considering an investment in distressed hospitality projects or companies.

We are especially proud of our professional relationships with leading industry consultants, investment bankers, lenders and other attorneys specializing in serving the hospitality sector.

Representative Matters

DOUBLETREE BY HILTON TALLAHASSEE

Berger Singerman represented Hunter Harp Holdings in negotiating the acquisition of the Doubletree by Hilton Tallahassee, a 240-plus room, Doubletree by Hilton branded, luxury boutique hotel. The hotel was acquired for approximately $21 million from a New York City-based private equity firm. Attorney team members negotiated the purchase and sale agreement despite the seller's "take it or leave it" stance. In addition, the deal included negotiating a first and second mortgage, the latter of which involved Small Business Administration financing, and a new franchise agreement.

CONDO HOTEL DEAL

Berger Singerman represented an institutional real estate investment fund with a national presence in connection with its participation in a luxury coastal condominium hotel resort, through the acquisition of its fulcrum security, a controlling participating interest in its senior loan in default. The transaction was complicated by its tight time schedule, and the need to structure the investment with the client's separately represented joint venture partner. To minimize risk during the initial period, Berger Singerman structured the transaction as a loan secured by the first participation interests being acquired, with the right to convert that position into a controlling equity ownership once the acquired participation interests reached the requisite majority to instruct the lead lender regarding the pending foreclosure and other matters. Berger Singerman's work on this transaction included (a) conducting due diligence which included matters affecting the underlying real estate investment, and also encompassed the senior loan, its participation interest structure, as well as the pending foreclosure litigation proceedings; (b) documenting the initial loan transaction; and (c) negotiating the limited liability company operating agreement that would come into effect upon exercise of the client's option to convert into equity. Berger Singerman completed the transaction successfully, and within the allotted time period.

HOTEL DUVAL

Berger Singerman represented Hunter Harp Holdings in negotiating the sale of Hotel Duval in Tallahassee, a 117-room, Marriott-branded luxury boutique hotel. Hotel Duval sold for $23 million to a private national hotel operator. Attorney team members negotiated the purchase and sale agreement in a timely fashion to accommodate the football season revenue the hotel generates due to Florida State University's season. In addition, the deal included negotiating two separate franchise terminations with Marriott hotels and Shula's restaurant, located within the hotel, and took the lead to negotiate with the franchisors for new agreements with the new owner once the sale was complete.

PITTSBURGH HOTEL

Berger Singerman represented the successful plan proponent in a series of reorganization transactions for an iconic Pittsburgh hotel, which included our client's acquisition of all the equity in the debtor. These transactions included: (a) restructuring the hotel's senior secured financing under BlackRock Capital's $49.6 million loan, (b) negotiating and implementing a new Franchise Agreement followed by a Hotel Management Agreement, (c) consummating $8 million of additional financing from the franchisor, secured by the Hotel's equity, (d) placing up to $11 million in junior mortgage financing from our client as Plan Proponent, and (e) resolving other secured and unsecured claims.

ROYAL CARIBBEAN CRUISES LTD.

Berger Singerman represented Royal Caribbean Cruises Ltd. in a public-private partnership with Florida International University (FIU) to construct a $20 million facility for its entertainers on the university's Biscayne Bay campus. The 130,000-square-foot facility will include specialized equipment to enable Royal Caribbean's performers to train at the facility, as well as a 300-seat theater, 10 rehearsal studios and 20,000 square feet for costume creation and storage. In addition, Royal Caribbean performers training at the facility will live on

campus during the training.

SEA ISLAND

Berger Singerman represented the interests of those unsecured creditors whose claims were not assumed (paid at par) under the terms of an asset purchase agreement for the sale of all of the assets of Sea Island, including real property which included, raw land, golf courses, and the Lodge and Cloisters hotel, and was able to obtain the buyers' agreement to assume additional deferred compensation liabilities and improvements in the terms of the golf membership plans. Berger Singerman also successfully negotiated other enhancements for the benefit of unsecured creditors, including an increase in the amount of the cash to be set aside for the unsecured creditors of over 100% (from $3 million to approximately $6.5 million). The lenders also agreed to contribute approximately $220,000 to fund the operations of the liquidating trust under the plan as well as limit their deficiency claim. The enhancements resulted in at least $8.2 million of additional value for the unsecured creditors.