

The Town That Wal-Mart Left

How Livingston, Alabama fought for – and lost – its most important store

By Barbara Kiviat, Class of 2006

James Stewart, faculty advisor, Columbia University Graduate School of Journalism
Bruce Greenwald, faculty advisor, Columbia Business School

Livingston, Alabama and its 3,113 residents are surely what Sam Walton had in mind when he started opening a chain of general-merchandise stores in small towns 44 years ago. A two-hour drive from Birmingham, Livingston is perhaps best described as on the truck route between Dallas and Atlanta, an out-of-the-way geography that provides little retail competition and a rare ability to maintain a distinct sense of place.

At the center of town is the Sumter County courthouse, an elegant, red-brick structure with a monument to Confederate soldiers out front. On the corner of the courthouse grounds is a well that was dug in 1857 by a blind mule pulling a drill in circles. It is one of Livingston's most sacred sites. A pavilion with a terra cotta roof, built around the well in 1924, collapsed about seven years ago. Today a new pavilion is being built over the remaining concrete slab, with the intention of turning the well back into the tourist attraction it was in the early twentieth century, when devotees believed the mineral water pumped up possessed medicinal qualities.

To the north and west of the courthouse are Franklin and Washington streets, the two main drags of downtown, a once-bustling shopping district of one- and two-story buildings that most people visit nowadays to see a lawyer, hire a real estate agent, or pay the cable bill. There is a one-screen movie theater where you can have dinner served to your seat, and a Mennonite bakery, which is *the* place to be seen at lunch, eating home-cooked chicken spaghetti on Tuesday or catfish on Wednesday. The cattle auction is a few blocks to the east and the rodeo is a mile to the north at the University of West Alabama, a 2,600-student campus.

Beyond that are ranch-style homes, trailer parks, three banks, three doctors, eleven churches, a bar frequented by whites, a bar frequented by blacks, a Burger King, a Pizza Hut, a covered bridge and the Noble Truck Stop. The police station is in the old City Hall and the new City Hall is in the old railroad station. On the way out of town, as you drive toward the Interstate, is the fire department. Across the street is Wal-Mart.

One Friday night last December, over meat and baked potatoes at Diamond Jim's and Mrs. Donna's steakhouse, mayor Tom Tartt explained about Wal-Mart. "We thought and it was what Sam Walton said it would be – a way to bring mass retailing to small, rural communities which had no other way of getting it except for traveling an hour," he said. Tartt is a solid man with round edges who was first elected mayor in 1980 at the age of 26, a year before the Wal-Mart opened. At dinner, he sat at the head of a long table near the center of the room, surrounded by wood-paneled walls and mounted deer heads. Tartt, a fifth-generation Livingstonian who runs a freight brokerage company for a living, is a genial fellow – a man who could convincingly play Santa Claus. He spoke as the official voice of Livingston, but with his twangy accent, his words could have easily come from almost anyone in town. "We embraced Wal-Mart," he said, "with open arms."

There are places in this country that fight to keep Wal-Mart out, that rail against the store's size and homogeneity, that holler about how it crushes local merchants, that complain about the company's treatment of its workers, its suppliers and the environment. Livingston is not one of those places. In Livingston, Wal-Mart, with its unrivaled selection, is a wonderland. Wal-Mart's promise of "every day low

prices” is taken as gospel here, in one of the poorest state’s poorest counties, where the median household income is \$18,991, less than half the national average, and where nearly 40% of people fall below the poverty line – it is a place where many people can’t afford to buy a car, let alone \$3-a-gallon gasoline. Wal-Mart is also a steady provider of jobs – a real asset considering that the county’s unemployment rate is, at 8.4%, twice the national average. But beyond that, Wal-Mart is a social hub, a modern-day town square where neighbors run into each other and college kids hang out after class. “Wal-Mart is more than a store,” says one resident. “It is a part of the community. People over there are like family.”

And yet, if you had gone down the street on that night back in December, you would have found the smallest Wal-Mart you’d ever seen. You would have seen a store that, at 35,000 square-feet, was a third of the size of the average Wal-Mart. It is possible you would have thought it quaint, what with the makeshift garden center (a fenced-off area in the middle of the parking lot), and the front-door handles: Livingston is not an automatic, sliding-glass door sort of town. Inside you would have found the regular roster of goods – clothing, bedding, toiletries, cleaners, pet supplies, fabric, sporting goods – but the departments would have seemed navigable, not overwhelming. If you had stood at the front door, you would have easily seen the one out the back. There would have been more to buy than you would ever need, but not more than you could imagine. You would have seen Wal-Mart on a human scale.

But to hear the way people talked about Wal-Mart to Tom Tartt at Diamond Jim’s that night, about how much they needed that store, you couldn’t have thought it anything short of spectacular. One out of every four retail dollars spent in Livingston

was spent at Wal-Mart, and while there were other stores in town, even a Dollar General, Wal-Mart was still the only real source for any number of items, from dress shoes to VCRs to sewing thread. Technically speaking, Wal-Mart wasn't the only place in Livingston to shop, but you would have seen people treating it that way. As diners entered the restaurant and wandered the room to chat with folks before sitting down to eat – standard procedure at Diamond Jim's – many swung by Tartt's table. And most of those asked about Wal-Mart.

That's because, in December of last year, Livingston was grappling to come to terms with a stark reality. In less than a month, Wal-Mart would shut its doors and leave Livingston – in fact, would leave all of Sumter County.

Livingston was a town in shock. It loved its Wal-Mart. Why would it be taken away? People talked, and asked each other questions, exchanged rumors and offered suggestions for making do without the store. "Any news?" one man asked Tartt plaintively, as if he had the power to grant a reprieve. But of course he didn't. Wal-Mart, the world's largest company by sales, had decided to leave Livingston and that, simply put, was that. All that was left in Livingston, besides the hope of a blow-out clearance sale, was an attempt to understand what had happened – how Livingston, in the eyes of a company with 6,519 stores in 16 countries and \$312 billion in sales annually, could even be noticed, let alone actively unwanted. And why a company that opened hundreds of stores a year, a company that had set as its goal and then achieved unprecedented growth and size, would give up on a place. "I never heard of a Wal-Mart closing," said one stunned resident. "K-Mart, Winn-Dixie, you hear. But not Wal-Mart."

Twenty-five years earlier, on the evening of June 23, 1980, Curtis Barlow and Ray Cornelius waited for their turn to speak at the Livingston city council meeting. Drayton Pruitt, the attorney-turned-mayor with the linebacker build, opened the Monday night meeting and presented Miss Eltie Haynie an award for distinguished citizenship. With an arm around the white-haired lady who had once taught him Latin, Pruitt read a plaque commemorating Haynie's years of service to the town and local library. And then he moved on to new business. Barlow and Cornelius, the visitors from Arkansas, took the room.

Wal-Mart, the men in ties announced, would be coming to Livingston. The 35,000 square-foot emporium would be like nothing Livingston had ever seen: 36 departments, from apparel to housewares to toys to garden supplies to electronics, all under one roof. The store, to be located on a 10-acre track two miles north of downtown, would employ 40 people full-time and 25 part-time, and, Barlow said, draw sales of \$4 million a year and kick off \$80,000 in tax revenue. Pruitt stood behind the visitors, a look of pride on his face. At the long table in the center of the room, taking notes, was Tom Tartt, the 26-year-old city councilman who would be mayor in less than four months.

Wal-Mart had entered Alabama the year before and already ran stores in Anniston, Jasper and Arab, with plans for more than half a dozen other towns. All told, Wal-Mart had 287 stores in 11 states, which rang up \$1.6 billion in sales annually. That revenue made Wal-Mart a third the size of K-Mart and a fifth the size of Sears, Roebuck & Company, the world's largest retailer. But the Arkansas chain

was scrappy, and expanding at breakneck pace, purposefully chasing on the heels of competitors secure in their size and stature. As Wal-Mart grew, it did so mostly in towns of 5,000 to 25,000 people – markets usually deemed too small by the larger retailing companies. Wal-Mart had a handful of locations near cities such as Dallas, Memphis and St. Louis but for the most part, the company's stores were located in places like Claremore, Oklahoma and Poplar Bluff, Missouri. Every little town was getting its Wal-Mart, and in the summer of 1980 it was Livingston's turn.

With 3,187 people in that year's Census, Livingston was on the small end of places Wal-Mart liked to open, but the city had been growing, with a 35% jump in population during the 1970s. This was something of a turnaround: Livingston and the surrounding county (home to 13,721 more people) had been shrinking for decades, but in the late 1960s, with Pruitt running City Hall, Livingston set up a capital improvement plan and applied for federal money to help attract new employers.

Historically, cotton had driven the local economy. The first white settlers, from the Carolinas, Georgia, Tennessee and Virginia, came to Livingston in the early nineteenth century (much to the peril of the Choctaw Indians) for the dark, rich soil, which got the area dubbed the Black Belt. By 1980, only 200 acres of cotton were left. Much of the farmland had switched to soybeans and cattle, but what had really replaced cotton was timber.

That meant opportunity to attract wood-processing industries, so in the late 1960s, the city bought a few hundred acres of land, installed a natural gas pipeline, and wooed a plywood mill and a paper company. They quickly became major employers, other business followed, and the population drain reversed course.

Livingston was finally able to replace its 1942 fire truck, and, in 1971, it got a hospital. The next year, Livingston was named a finalist in the Saturday Evening Post's All American Cities competition.

By 1980, when Wal-Mart showed up, things were looking pretty good, and Livingston had a downtown retailing scene to match. Washington and Franklin streets were packed with stores selling clothing, hardware, groceries, paint and wallpaper, flowers, fabric and thread, bicycles, auto supplies, appliances, photograph frames and furniture. There was a soda counter, a pool hall, a movie theater, a diner, a drug store, a laundromat, a bank and a barber shop. Livingston was the biggest city in all of Sumter County – and Greene County to the north. Its shopping center drew customers from miles away in every direction. “You’ve heard the country song, Downtown USA?” says one resident. “That was Livingston.”

And so on June 23, when the Wal-Mart men showed up at City Hall, there was really one big question to be asked, and it was councilwoman Patsy Chaney who asked it: How would Wal-Mart affect the downtown merchants? Barlow acknowledged, and then decisively dismissed, the concern. “In other areas we have located there was worry about taking business from downtown and putting existing [stores] out of business,” he said. “But in our experiences we have found that there was no lost revenue by the downtown businesses and actually their revenue increased because... a lot of dollars from outside the community came in.” The message was clear: Wal-Mart would draw attention and money to Livingston, while employing 65 people and selling everything anyone in town could ever need.

Whatever qualms remained quickly passed. Wal-Mart wanted the city to issue \$1.5 million worth of municipal bonds to pay for the construction of the building. The city council, including Chaney, unanimously voted yes.

A year and a half later, the Livingston Wal-Mart opened. On a December day warm enough for short sleeves, the Livingston High School cheerleaders riled up the crowd as a local radio station broadcast live. Speeches were made – by Tom Watson, the store’s inaugural manager, by Fred Whitmer, the Wal-Mart district manager down from Huntsville, by Tom Tartt, now in his second year as mayor, and by two local bankers. The newly minted Wal-Mart employees, part of a chain that now had 496 stores, did a team cheer, and Watson’s wife cut a broad ribbon with a pair of three-foot-long scissors. It was nearly identical to the pomp and procession that happened at the sixteen other Wal-Marts opening that day.

In his autobiography, Sam Walton said that of all the milestones Wal-Mart ever reached, the one that impressed him the most was hitting a billion dollars in sales a year. “I have to admit, I was amazed that Wal-Mart had turned into a billion-dollar company,” he wrote. “But I couldn’t see any logic to stopping there.”

It could have been the mantra for what happened during the two decades following the opening of the Livingston store: no logic to stopping there. Throughout the 1980s and 1990s, Wal-Mart opened 100 to 200 stores (including its warehouse-style Sam’s Clubs) a year, and sales kept up with that lightening pace. In 1986, Wal-Mart hit \$10 billion in revenue, and by 1991, the company had replaced Sears as the nation’s largest retailer. Wal-Mart fanned north and east and west and south, entering

Iowa, Indiana, North Dakota, Minnesota, Utah, California, and Mexico – the company’s first foray abroad. The groceries sold in its new concept, the Supercenter, helped push sales even higher and in 1993, a year after Sam Walton’s death, Wal-Mart sold \$1 billion of goods in a single *week*. Wal-Mart entered Canada, Hong Kong, Argentina and Brazil, and in 1995, Vermont, its 50th state, after a five-year legal battle with environmentalists and preservationists trying to keep the big-box retailer out. By 1997, Wal-Mart was the nation’s largest private employer, with 680,000 workers, plus 115,000 abroad in countries from Germany to China.

That was also the year Wal-Mart passed \$100 billion in sales. It took just four more years to get to \$200 billion and four more after that to get to \$300 billion – the equivalent of every man, woman and child in the U.S. spending \$1,000. By 2001, Wal-Mart was the largest company in the world. That year, Wal-Mart managed to sell \$1 billion of goods in a single *day*.

Meanwhile, back in rural Alabama, Livingston was changing, too. Wal-Mart had become a way of life. It was the first, and often the last, place people went to buy practically anything, from sweat pants to motor oil to shampoo to bullets for hunting. At the same time, other retailers in town started to close.

First it was the Hub, the clothing store that also sold jewelry and engraved trophies. Then it was Sumter Hardware, The Shoe Rack and Scruggs Drugs. The Village Shop, a clothier for children, went out of business, as did Fabrics and Things and Skinner Furniture. Tinker’s clothing store closed, and then the Western Auto.

The people of Livingston understood what was happening. Wal-Mart was killing downtown. Within two years of Wal-Mart opening, Bullock’s – an old-style

variety store that sold everything from can openers to ladies' shoes to hoop cheese to snuff – saw sales drop by nearly 65%. To try to stay afloat, Smith Boyd, who had bought the store with his father in 1976, became a Sears catalog agent, using Bullock's as a place for people to pick up their orders. He put in a heat transfer machine and started making custom-designed t-shirts. He briefly sold wigs. But nothing could turn the store around and in 1986, he closed up shop and went to work with his father and brother in the concrete business. Boyd, a mole-like man in glasses who today runs Sumter Theatre and Pizza – the one-screen movie house where a large popcorn costs \$1.65– says that if he had handled his money better, if he had been a shrewder businessman, maybe if he hadn't extended personal credit lines to two-thirds of his customers (a standard practice of small-town business that Sam Walton was staunchly against and never allowed at Wal-Mart), he might have survived. Boyd, exuding a strain of self-reliance common in these parts, doesn't think Wal-Mart ran him out of business. But everyone else does. "We turned out to be part of the history Wal-Mart has created in a lot of small towns," says one resident. "All the mom-and-pops went under."

The Hub was one of the earliest casualties attributed to Wal-Mart. Joe Alexander had worked there, selling ladies' and men's clothing, while in college at what was then Livingston University. When The Hub's owner died in 1975, Alexander bought the franchise with one of his fraternity buddies. Alexander remembers the store as a thriving business – until Wal-Mart came to town and started selling tennis shorts for a third of the price he could, and T-shirts and underwear cheaper than he could buy wholesale, since he had to go through a series of

middlemen. Wal-Mart didn't sell suits, an area where The Hub might make up some of the difference, but in a small, rural town, suits were hardly a staple of men's wardrobes, and The Hub, too, soon was struggling. Alexander loved retail and wanted to run The Hub until the day he died, but in 1982, defeated and incredibly upset, he turned off the lights, locked the door and went back to school to get his real estate license. All along Washington and Franklin streets in downtown Livingston, it was an early version of a story that would soon become common across the United States. In the battle between Wal-Mart and small-time retailers, Wal-Mart won.

But that story, at least when it comes to Livingston, misses an incredible amount of nuance. Talk to Livingstonians today and you are sure to hear nostalgia for the downtown they had to give up for Wal-Mart, which – make no mistake – they love. In these conversations Exhibit A is often the Western Auto, a hard goods store that sold car parts, lawn mowers and tools, as well as washing machines, refrigerators, stoves, mixers, blenders and telephones. The closing of the Western Auto is almost always mentioned when a person talks about Wal-Mart – as if there's a causal link. But march yourself over to the public library and talk to the woman behind the desk, the one who used to own the Western Auto, and she will quickly tell you Wal-Mart had nothing to do with it. Most of the products in the Western Auto the Wal-Mart didn't even sell. After Doris Lineybarger's husband died in 1990, she ran the store alone for a few years, and then decided it was too much for her to handle by herself. So she ran down the inventory and closed the doors. And that course of events, or some version of it, isn't exactly unique. The couple who ran Sumter Hardware grew old and died. The man who owned Scruggs Drugs: same story.

Why didn't the next generation rise up and take the entrepreneurial reins? To some extent, it did. Drop by Livingston Auto Parts and one of two people will greet you from behind the counter: Mike Colvin, or his 25-year-old son, Mike Jr. The son is a smaller version of his father, dressed in a similar collared, checked shirt, but wearing jeans instead of blue slacks. Livingston Auto Parts opened in 1975 and survived Wal-Mart just fine. Colvin Sr. was more than happy to give up low margin products like radiator caps and car wax to Wal-Mart and instead focus on starters, alternators, fan belts, hoses, water pumps and brake shoes. And now his son is set to do the same.

But for every story like that, there is at least one like that of James Dial, a small engine repair shop owner, who also grows pine trees and processes deer meat. Three years ago, he decided to bring a Radio Shack to Livingston. Sales were around \$25,000 a year, not that shabby as far as he was concerned, since the Radio Shack and engine shop shared overhead. But Radio Shack required Dial to buy \$30,000 worth of inventory each year. The store lasted a year and a half. "I just couldn't sell enough," says Dial.

The problem, really, is much deeper than either Wal-Mart or the stamina and creativity of the small business community. Consider that on December 8, 1981, one week after the Wal-Mart opened, a group of Livingston merchants gathered for a brainstorming session. The purpose of the meeting, led by a local florist, was to come up with ways to revitalize interest in downtown Livingston. Among the suggestions were fireworks, displays, parades and races. Wal-Mart had not gutted local retailing

in just seven days: the meeting had been scheduled since October. The truth is, even before Wal-Mart came to Livingston, small-town retail was growing passé.

With the proliferation of first the car and then the two-car family, Livingston had been battling for years to keep its residents from traveling to larger cities to do their shopping. But in the late 1970s, the problem accelerated because of something to be found a few miles from downtown, out past the fire department and Wal-Mart: the Interstate. The main reason for the Interstate system was national defense, but, as it turned out, paving 40,000 miles of roadway revolutionized commerce, as well. When the slice of Interstate running by Livingston – an overlay of the north-south I-59 and the east-west I-20 – was completed in 1979, the world grew dramatically smaller. A two-lane road packed with log trucks and 18-wheelers was replaced with a separated, four-lane highway. No stop lights. No slowing down to go through towns. No waiting behind traffic: now there was a passing lane. Tuscaloosa, a city of 100,000, that used to be more than two hours away, was now easily reached in an hour. And, Meridian, a city of 30,000 across the border in Mississippi, was suddenly a commutable 35 minutes away. The Interstate opened up whole new shopping markets. “People go to bigger towns to shop,” says Dial today, “and I can’t blame them.”

By the time Tom Tartt was elected mayor, in late 1980, Livingston was already feeling the effect. Shortly after taking office, in an interview with a local newspaper, the *Sumter County Journal*, Tartt explained that one of his goals would be to stem the outward flow of shopping dollars. One of the ways to do that was to develop a retail center outside the downtown core. “We need more shops and

businesses in which local and surrounding communities can shop,” he told the newspaper. “By bringing people into a shopping area of this kind, every business in the city will benefit. Some businesses will be hurt initially by a large shopping center, but, hopefully, they will provide additional services which we do not now offer. Too much of our business goes to Tuscaloosa or Meridian.” A year later, Wal-Mart, located two miles north of downtown, had its grand opening.

But the new shopping center that Wal-Mart was supposed to anchor never materialized. The 10 acres of land adjacent to the Wal-Mart building remained empty, with none of the fast food or banks or smaller stores that both Wal-Mart and Livingston thought would follow.

Within a few years of the store being open there were rumors that it wasn't particularly profitable and would close. There were also rumors of rampant theft, but those stories often had the air of a small-town rumor mill getting carried away. There were shoplifters, and at least one documented case of an employee caught stealing, but Wal-Mart, the company that invented the front-door greeter as a way to keep an eye on customers leaving the store, seemed an unlikely candidate to be robbed blind. People who worked at the store said what problem there was with missing merchandise had more to do with sloppy inventory and shelf stocking than with theft.

Managers came and went frequently, sometimes not even staying an entire year, which some people in Livingston took to be a sign of trouble. But Wal-Mart was always big on rotating managers through assignments, so it didn't necessarily mean much when the Livingston store got another new manager in 1990. Yet

according to that new manager, Sonny Pratt, his arrival did in fact signal something quite important: that the store was struggling.

Pratt had started at the Livingston Wal-Mart as a stock boy, sweeping floors and brining in buggies from the parking lot, when it first opened. Ten years later, he was a night manager at a Supercenter in Pensacola, Florida when the company asked him to return to Livingston to make the store profitable. Pratt came back to rescue his hometown Wal-Mart – and, according to him, the store did wind up making money for a couple of years. But in 1993, missing the salary and challenge of working in a large store with hundreds of employees, Pratt transferred to a Supercenter in Mobile and left Livingston behind.

It took a while for Wal-Mart to get food right. Sam Walton was first inspired to sell groceries under the same roof as general merchandise in the early 1980s after a trip to Brazil, where he saw a concept called the hypermart – a giant combination store that had gained a fair amount of traction in Europe, as well. In December 1987, Wal-Mart opened its first hypermart in a suburb of Dallas, calling it, simply, Hypermart USA. The 220,000-square-foot store, run as a joint venture with a supermarket operator, sold cold groceries and dry food – as well as the hardware, patio furniture and jeans customers had come to expect at Wal-Mart. Soon the company opened three more Hypermarts, in Topeka, Forth Worth and Kansas City.

The Hypermart stores made money, but not as much as Wal-Mart would have liked. Yet instead of giving up on the idea altogether (as the company had after trying stand-alone drug stores and home improvement centers), it launched a parallel food-

and-general merchandise chain called the Supercenter, which by the late 1990s had hip checked Hypermart USA out of existence.

Since Supercenters sold low-margin food items and were more costly to run, they were less profitable percentage-wise than Wal-Mart's original stores – now differentiated as “Discount Stores” – but raw sales and total profits were higher. Physically, Supercenters dwarfed the old-fashioned Wal-Marts. While Discount Stores today start at about 30,000 square-feet and average 102,000 square-feet, the smallest Supercenter is 99,000 square-feet – and the largest, 261,000 square-feet. Supercenters also offer services that regular Wal-Marts usually don't: pharmacies, hair and nail salons, eye care centers, photo studios, oil changes, fast food concessions. Supercenters are, in any number of ways, bigger and better and more of a draw for customers deciding where to drive to spend their money. And so when, in late 2004, people in Livingston heard that Demopolis, a nearby town, would be getting a Supercenter, they started to get worried.

Demopolis is a city of 7,301 people 30 miles to the east of Livingston, in Marengo County. There is no freeway connecting the two cities, but the back roads are almost entirely empty of houses, stores, turn-offs and other cars, so you can easily make the drive in 35 minutes. For years, Demopolis had its own Wal-Mart – and had, in fact, even gained passing notoriety as one of the stores involved in a 2003 federal sting operation that revealed illegal immigrants cleaning Wal-Marts across the country.

The store in Demopolis was never seen as a threat to Livingston's. The Demopolis Wal-Mart was slightly larger, but essentially the same – certainly no

reason to drive 30 miles and cross a county line. But a Supercenter was different. A Supercenter was easily two to three times as large as a regular Wal-Mart, plus it sold food. A Supercenter was a reason to make a drive; a Supercenter could change the equation. By the time Wal-Mart broke ground on its new store in Demopolis in early 2005, the rumors in Livingston had become deafening: word on the street was that when the Demopolis Supercenter opened, the Livingston Wal-Mart would close. So many people were repeating the rumor so often that Tom Tartt decided it was time to find out what was really going on. Tartt called Terry Peeler.

Terry Peeler is a tall, broad man with a soft, friendly face who has been Livingston's fire chief since 2002. Peeler's career path exemplifies the adaptability that is typical of working men in Livingston: before becoming fire chief, Peeler worked as a technician at a chemicals plant, and, before that, he was an employee of the Livingston Wal-Mart. He started as a stock boy while still in college – the reason he'd come to Livingston from Mississippi – and within five years, he had worked his way up to manager of the sporting goods department. Peeler eventually left Wal-Mart to take a better paying job, but he maintained his friendships with the other workers there. And since he had taken charge of the fire department, he had kept even better tabs on what was happening at the store across the street. Every time a new manager came to town, Peeler was the first to meet him, making sure that the Livingston fire department would get its annual \$1,500 grant.

At Tartt's request, Peeler contacted the Wal-Mart manager, who said, as far as he knew, there were no plans to close the Livingston store. But he offered to let Peeler and Tartt talk to the district manager, a man named Joe Wallace, just to make

sure. The next time Wallace was in town, the store manager would arrange a meeting. A month or so later, Tartt and Peeler headed to the Wal-Mart to meet Wallace.

They gathered in a small room at the back of the store. “First and foremost, we want to make sure nothing happens to our store,” said Tartt. Wallace couldn’t say either way. The Livingston store was new to his territory, so he told Tartt that he would have to look into it and get back to him. But while Tartt had Wallace’s ear, he had some other thoughts to share. The city would love it if Wal-Mart might expand into groceries and a pharmacy, he said. Livingston had one grocery store, a small IGA that had recently converted from a Winn-Dixie, and one drug store, a locally owned shop called The Drug Store that wasn’t open on Saturdays after 2 p.m. or on Sundays at all. Wal-Mart might even build a small Supercenter in Livingston, Tartt suggested. There was a real need for it among the townspeople, he said, and if Wal-Mart built out by the Interstate, the store would draw people passing by, too. Tartt quoted a Department of Transportation statistic that 20,000 cars and trucks drove by the Interstate interchange every day. There were already a couple gas stations, a Burger King and a hotel there taking advantage of the traffic. If Wal-Mart was interested in building by the Interstate, then Tartt knew how the company could get land really cheap. The city of Livingston owned 100 acres just off the highway, and 50 of those could be Wal-Mart’s for a song.

The meeting adjourned and later Tartt heard back from Wallace that there were no changes planned for the Livingston Wal-Mart. The store wouldn’t close, nor would it expand. Everything would stay the same.

And it did, until July, when Wal-Mart got yet another new manager. David Gaither was energetic and young, not even 30 years old. Following in the footsteps of his mother, who had worked at Wal-Mart for 17 years, Gaither got a job at a store in central Alabama when he was 21, as an hourly employee in the garden center, and then worked his way up to assistant manager in just a few years. Livingston was his first shot at being in charge of a store all by himself and he was thrilled at the chance. He quickly took to Livingston, which seemed like it was out of a different time. People routinely left their cars running with the doors unlocked when they popped into buildings. In the close-knit community everybody knew each other, as if they were all related. Gaither's wife and kids were back in Alexander City, three-and-a-half hours away, and not due to move to Livingston for another few months, but Gaither quickly found a surrogate family at the store. When one of his employees heard he was staying at the Comfort Inn, she found him an apartment across the street from the university.

Gaither wasn't in Livingston for even a week before Terry Peeler stopped by. The fire chief introduced himself and asked if Gaither had been around Livingston. He hadn't. "Want to take a ride?" Peeler asked. Peeler drove Gaither all over town and showed him the sights, including the Mennonite restaurant and City Hall, where Gaither met the mayor. Tom Tartt had kept hearing rumors since his meeting with Wallace, so he asked again: Was Wal-Mart slated to close?

Gaither told him it wasn't – and he told him that because Gaither had recently gotten an answer to that question himself. On his first day in Livingston, an employee had asked Gaither why the store was getting a new manager since it was set to close

in a few months anyway. He didn't know what to say. He immediately went to Joe Wallace, who was visiting that day, and passed along the comment. Wallace walked to the back office and got on the phone with Wal-Mart headquarters in Bentonville, Arkansas. When he hung up, he looked at Gaither and said Livingston wasn't on the books to close, which is what Gaither told Tartt the day they met. During that first meeting, Tartt also asked about the chances of getting a Supercenter. Gaither said the decision wasn't his to make, but he agreed with Tartt that groceries and a pharmacy would boost sales, especially since there was only one drug store and one grocery store in town. Gaither was jazzed by the mayor's eagerness, and later drafted an article for Wal-Mart's internal newsletter about how, at a time when so many communities slam Wal-Mart and try to keep it out, here was a town doing the exact opposite. Tartt was encouraged by Gaither's lively response, and decided to make a stronger push for a Supercenter. To do that, he turned to Johnny Meadows.

As city administrator, Johnny Meadows runs Livingston on a day-to-day basis. From his office in City Hall, he plays chief operating officer to Tartt's CEO. He also provides a calm, methodical counterpart to Tartt's more animated character. Tartt asked Meadows to put together a formal Supercenter proposal to send to Wal-Mart, and Meadows enlisted the help of James Mock, the director of the university's Regional Center for Community and Economic Development. The result was a 15-page proposal highlighting Livingston and the surrounding counties: demographics, taxes, local history, culture and healthcare, the University of West Alabama (to emphasize all those student shoppers), and the hundred-acre site by the Interstate.

The packet started with a purposefully direct statement: “The smaller Wal-Marts of the past, that specialized just in a variety of reasonably-priced consumer goods, are no longer viable in today’s competitive marketplace. In order to remain profitable in a global economy, Super Centers, which have added groceries, pharmaceuticals, and a variety of other items to their product mix, needed to emerge.

“With this thought in mind,” the pitch continued, “the people of Livingston propose the creation of a Wal-Mart Super Center at the junction of Interstate 59/20 and Highway 28 to replace the current smaller store on Highway 11 and to attract more retail to the community and provide a greater variety of consumer goods for the regional market.”

Meadows gave the proposal to Gaither, who passed it along to Joe Wallace, and sent another copy to Wal-Mart’s real estate office, in August. The rest of that month passed. September came and went. And then, in early October, Tom Tartt got a phone call from Joe Wallace.

Wallace said he would be coming to Livingston on October 12 to meet with Tartt and Meadows. When Tartt hung up the phone, he was optimistic. If Wallace was coming to town to meet with him, the news must be big – Livingston must be getting its Supercenter, or at least an expansion of the existing store.

But then Tartt heard Wal-Mart had scheduled a meeting with all of its Livingston employees for the same day and time as his meeting with Wallace. Suddenly, Tartt wasn’t sure what to think. He grew suspicious. Was Wallace coming to deliver good news – or bad?

Gaither asked himself the same thing after his own phone call. Wallace had told him to gather the store's employees for a meeting, but he wouldn't say why. Gaither pressed him and Wallace said he couldn't say, just that he would have company and to make sure the store was looking good. Gaither figured it was going to be one of two announcements: that Livingston was getting a Supercenter, or that it was losing its store.

Later, when Wallace called Tartt back and said to invite more people to their meeting, to arrange for the city and county councils to be there, the mayor felt he had his answer. Surely the news had to be good. No one would invite extra witnesses to an execution, Tartt thought. Wallace had even agreed when Tartt suggested he also invite some people from the university and the community at large. If Wallace wanted all of those people around, he had to be announcing a store expansion or a Supercenter.

The night before the meeting, Tartt was upbeat. Across town, Gaither stayed late at work, making sure the floors were clean and there was no trash along the curb in front of the store.

Livingston's City Hall is a converted train station, a long, narrow building with a whitish-gray brick exterior that sits 15 feet from train tracks. Trains still barrel by, close enough, it seems, to touch through an open window. But the trains don't stop. Livingston lost its passenger rail service in 1980, and after it did, the building slowly deteriorated, until a commission was convened to find a new use for it and decided on City Hall. The renovation preserved many of the building's original

architectural elements, so today in Johnny Meadows's office, at one end of the building, you can still see, behind the sage-colored paint, a big, sliding bay door on a metal rail. At the other end of the building, in the room where the city council meets, you can see an old ticket window, now used as an alcove for displaying historical documents. The council sits behind an elevated table; the benches in the gallery are long and wooden – meant to evoke the sort of place you wait for your train to be called.

Tartt was happy when he arrived at City Hall the morning of October 12. His usual walk has a bit of a bounce to it, and his greeting, when he enters a room, is always sincere, as if you're an old friend – even if you've only just met. People had already started to gather for the Wal-Mart meeting when Tartt walked in the front door, and one of them turned to him to say that Bobby Singleton was down the hall, in Johnny Meadows's office.

This was strange. Bobby Singleton, the charismatic state senator, was not supposed to be at the meeting, as far as Tartt knew. Tartt walked down the hallway and into Meadows's office. Singleton was at Meadows's desk, talking on the phone. Meadows looked up from where he was sitting on a sofa. "He's talking to Bentonville," Meadows told Tartt. "They're going to close the store."

"Are you serious?" asked Tartt, feeling like he'd just been hit in the stomach. Having built himself up to expect good news, the idea of Wal-Mart leaving outright took his breath away. Tartt and Meadows listened to Singleton, who was asking questions and, at times, getting agitated. His first worry was that Wal-Mart had picked Livingston because of its large African-American population – 73% of Sumter

County is black. He was assured that wasn't the case, that the economics were simple, really. With the Demopolis Supercenter in driving range, Livingston just couldn't support its own store. Before Singleton was off the phone, it was time for the meeting with Wallace to start, so Tartt left Meadows's office.

There are about 40 steps between Meadows's office and the city council chamber. As Tartt took those 40 steps, one after another down the narrow hallway, his mind raced. He was, at first, mad as hell that he let this happen on his watch. Then he started to analyze: What else could he have done to prevent this? And then, the eternal optimist, Tartt began to think about what he could do to stop it. What he could say to Joe Wallace that would turn the ship around? Tartt walked into the city council chambers, past the photograph of his uncle Allen, mayor during the 1940s and 50s, past the table of coffee and cookies, and called the meeting to order.

Tartt introduced Joe Wallace and Glen Wilkins, the community relations man who had accompanied him. Then Tartt had everyone else in the room say who they were – the members of the city and county councils, the president of the university, the police chief, fire chief Terry Peeler, former mayor Drayton Pruitt, and James Mock, who had helped put together the Supercenter proposal. About 20 people turned out for the meeting, and the crowd packed the council chambers, with some people standing and some people sitting on chairs brought in from another room. Throughout the introductions, Tartt, who stood up front next to Wallace and Wilkins, looked blanched, not at all like his normal, cheery self.

Soon everyone in the room understood why. Tartt turned the floor over to Wallace. With the Supercenter opening in Demopolis, Wallace said, Wal-Mart had decided to close the Livingston store.

The announcement knocked the wind out of the room, which sat in stunned silence. Drayton Pruitt felt let down by the store he had helped lure 25 years ago, and now went to every week to buy dog food and treats for his 20 hunting dogs. City councilman Carl Sudduth wondered why, with so many communities fighting to keep Wal-Mart out, the company would choose to leave one that wanted it to stay. Johnny Meadows felt sick to his stomach. Tartt looked around the room at the confused faces and felt he had let his community down.

Wallace kept talking. Demopolis was a good fit for a Supercenter, he said, and once the company had built one there, it had to look at how sales at others stores in the area would be affected. Wal-Mart figured that a large percentage of people who currently shopped at the Livingston store would drive to the Demopolis Supercenter – or to the one in Meridian, 35 minutes in the other direction. So the Livingston Wal-Mart would close on January 24, the day before the Demopolis Supercenter was set to open. Wal-Mart knew that it would lose some customers with the change, but at the end of the day, the company would still be better off since it would no longer have to pay salaries and overhead in Livingston – and because people spend more money at Supercenters in the first place. “Consolidation” was the word Wallace used, but the people of Livingston saw the change for what it was: a profound loss. It had been an incredibly hard decision, Wallace said, but the one that had been made. It was then that Tartt understood there was no hope of changing Wal-Mart’s plan.

Wallace took questions. *Wouldn't a Supercenter work here in Livingston?* Considering population, potential growth and current sales, a Supercenter would work better in Demopolis. *How would people get to the new store if they didn't own a car?* They probably wouldn't – that was a price Wal-Mart knew it was paying. *What would happen to the building once the store closed?* Wal-Mart would work with the city to woo a new occupant to take over its lease. *And the 60 Livingston employees?* Each would be offered a job at the Demopolis or Meridian stores. All told, the meeting lasted about an hour. Afterward, Tartt huddled with his city council to try to figure out what to do next.

At the same time across town, the employees of the Livingston Wal-Mart showed up for their meeting. The store was open for business, so the workers were broken into two groups and one group at a time was taken out back behind the store, the only space large enough to hold everybody. Kevin Lynch, a regional vice president, started with some ice-breaking banter, asking how things were going at the store and what the employees thought of Gaither – which garnered whoops and cheers. Then he grew somber and said that in every business there were decisions that needed to be made. The Livingston store sold about \$7 million worth of goods a year, he said, which wasn't much different than what it was doing ten years ago – and a lot less than it needed to be. He didn't like the word closing, he said, and instead preferred to think about what was happening as consolidation: everyone who wanted a job in Demopolis or elsewhere would get one.

Some employees were completely caught off-guard, thinking that the store had been doing fine financially. "I just can't believe it," said one. Others, who had put

faith in the rumors, acted as though they had known all along. But even they, for the first time, were hit with the finality of the decision. More than one started crying. Some of the employees didn't have cars, and some had to remain close to town because of children or elderly parents. "If you have a teenage daughter, you don't stay out of town all day," one employee later said. For those workers, the store closing, even with the promise of a job elsewhere, was the equivalent of a pink slip. A few didn't mind the thought of working in Demopolis, where they had family members. But others felt betrayed by a company for which they had worked for years, and, in some cases, decades. Although officially the decision to close the store had only been made the week before, because of the long-standing rumors, some workers felt their fate had purposely been kept secret from them. The average employee at the Livingston store had worked there for 13 years, and many were upset to say good-bye to colleagues who had become close friends.

A worker asked why Livingston couldn't get its own Supercenter, out by the Interstate. Lynch said that the town couldn't support a Supercenter on its own, and there just wasn't enough traffic from the highway. Other employees asked about how they could transfer to Demopolis and if they didn't what kind of severance they would get. Lynch had brought people from personnel and benefits with him to take these sorts of questions. As the meeting went on and certain employees continued to cry, Gaither, who had been told about the store closing in private just minutes earlier, stared at the ground. He was afraid that if he made eye contact, he would choke up, too.

That night, Tom Tartt's phone rang non-stop, as the people of Livingston struggled to understand what was happening. A few days later, the mayor of another Alabama town called Tartt with a question of his own: How had he ever gotten the sons of bitches to leave? Tartt could only respond: "I guess we're just lucky."

According to a certain school of psychology, there are five stages of coping with loss: denial, anger, bargaining, depression and acceptance. Livingston powered through the first stage and hit the second long and hard.

"Sam Walton should be spinning in his grave," began a letter to the editor of the *Sumter County Record-Journal*. It was an image conjured again and again in the weeks following the announcement that the store would be closing. "Wal-Mart is beginning to move its business to the larger population areas and abandoning its loyalties to small town America who made it what it is today," the letter read. "Like ancient barbarians, they've looted, pillaged and burned Sumter County and Livingston and are leaving us with nothing while they move on in pursuit of one more dollar to further the bastardization of Sam Walton's vision, and Sam continues to spin."

Wal-Mart said not to take the store closing personally. "It's a great community and this isn't a personal attack. Sometimes, it's just the way the numbers come out," said Glen Wilkins, Wal-Mart's community relations man. "Wal-Mart is a business, and it's always been about whether the store is profitable or not. We have shareholders we have to report to." In some ways, the people of Livingston appreciated that logic. Business is business, after all.

But, at the same time, Wal-Mart's years of image cultivation – of convincing customers that they come first – led the people of Livingston to believe that Wal-Mart might do something like overlook slow sales because the store was so important to the community. "I understand it's a business decision, but I'm mad," said one resident. Another said: "Wal-Mart wouldn't be what it is if it weren't for little towns like us. Now that they've got successful, they kick us in the butt." And another: "When you move into a town and devastate all the mom and pops, then you should stay open. Keeping this little store open was nothing but a tax write-off. If Sam was alive, the store would be open."

It didn't help matters that many people thought the Livingston store was only the second Wal-Mart had ever closed, a belief traceable back to radio talk show host Paul Harvey. But it's not true. Wal-Mart does shutter stores, although in almost all cases the company replaces them with bigger stores up the block or on the other side of town. Many times, this move happens as Wal-Mart converts an old-line Discount Store into a Supercenter, the company's strategy since the 1990s – to make the box bigger and to sell groceries and services on top of general merchandise. Last year alone, Wal-Mart converted 166 stores – more than in 2004, which was more than in 2003, which was more than in 2002, and so on. The result has been a complete reconfiguring of what the average consumer sees when he goes to Wal-Mart. In 2000, about a third of all Wal-Mart stores were Supercenters. Today, more than 60 percent are. Since Supercenters are larger and take up more land, the company often has to change location when it upgrades a store. But this is not a store closing in the Livingston sense. The community still has a Wal-Mart, just in a different place.

What happened in Livingston – Wal-Mart pulling out of a city and county completely – is much rarer. Last year, Wal-Mart closed only two stores outright. That was a typical year. In 2004, the company closed two stores; in 2003, one store; in 2002, none; in 2001, one; and in 2000, two. They were all traditional Discount Stores. Wal-Mart proudly states that it has never closed a Supercenter.

Wal-Mart's official line about the Livingston store has been that with the Demopolis Supercenter, a separate store in Livingston no longer made financial sense. To protect the prospects of the Supercenter, the Livingston store had to close, so that it wouldn't divert shoppers from Demopolis. The company has a binder a foot thick on each region it operates in, but tenaciously guards the numbers it crunches, and won't comment on individual store sales or profits (though other evidence suggests the Livingston store slipped in and out of profitability for years). But even without inside data, a quick glance at some Census numbers gives a meaningful hint of what Wal-Mart planners might have been thinking: since 1990, the population of both Livingston and Sumter County has fallen by 12%. For a company that viciously prioritizes increased same-store sales year after year, that can't be a welcome statistic.

There was something else people in Livingston were mad about, too, another way in which they – correctly or incorrectly – felt cut out of the Wal-Mart equation. Wal-Mart circa 1981 looked for growth in small, out-of-the-way American towns. Wal-Mart circa 2006 looks for growth in urban, international and upscale markets. Few people in Livingston miss the fact that none of that has to do with them – “They've lost scope on the small people,” said one resident. In 1981, Wal-Mart had no stores overseas; today, 20% of sales come from its international division, which

continues to grow faster than domestic operations. In the U.S., some of the most recent Wal-Mart openings have been in Houston, Cincinnati and Chicago – big cities that, to many in Livingston, are the antithesis of Wal-Mart communities. (Wal-Mart has even been trying to open a store in New York City, but has run into opposition that has so far been successful in keeping it out.) The company’s newest concept, the Neighborhood Market, is specifically designed for time-pressed urban shoppers, and then there is the massive march of Wal-Mart into upscale and luxury goods – organic food, cashmere sweaters, high-definition TVs, 400-thread-count bed sheets, diamond engagement rings. This winter, Wal-Mart showed up at Fashion Week in New York City to present its spring and summer lines, and in March the company opened a super-upstream test store in well-to-do Plano, Texas. At that store you won’t find much in the way of fishing or auto supplies, but you will be able to buy a \$400 bottle of wine from a polo-shirt-clad employee or have sushi made to order. Sam Walton wouldn’t recognize the place.

Back in Livingston, the anger at Wal-Mart took a number of forms; a popular one was antipathy toward Demopolis. “Personally, I won’t step foot in the door of the Wal-Mart in Demopolis, because of what they did to Livingston,” said one resident. That Livingstonian and others made it clear that they would instead drive to Meridian, 35 miles away, even though that unfortunately meant spending their dollars in Mississippi instead of Alabama. Of course, many people were already driving to Meridian and elsewhere – that was part of the problem in the first place. “I know Wal-Mart is going to be missed, but everyone who has a car is going to Demopolis or

Meridian,” said a former Livingston Wal-Mart employee who already often shopped out of town. “Livingston didn’t have everything, and people were going anyway.”

But that wouldn’t be an option for Lillie McAboy, or the many other people in Livingston who can’t afford cars. To them, the Wal-Mart closing was not just an inconvenience, but a true loss of substance. “I go everyday,” said McAboy, who used to work in a sewing factory and as a house maid, but hasn’t been able to find a steady job for the past year. McAboy relied on Wal-Mart, which was close enough to walk to, for practically everything she ever needed to buy for herself, or for her elderly mother – bathroom tissue, dish soap, canned goods, shoes. “It’s very bad,” she said. “There are so many people without transportation. These days, you can’t get no one to take you anywhere.”

Inside Wal-Mart, the reaction to the store closing quickly became emotional. Gaither started going in to work seven days a week because of the number of employees who wanted to meet with him. Some asked about transferring to other stores – others just sat and bawled. More than one didn’t know how they’d get to work in another city since they didn’t own a car. One worker, who used to check on her elderly mother during her lunch break, wasn’t sure what she would do. Others were concerned about getting their kids to and from school. Another was worried about what would happen if she couldn’t get a job as a department manager and had to go back to being a cashier. Wal-Mart had promised that anyone who wanted an equivalent job would have it, but with people in Demopolis applying for positions at the new store, too, some Livingston workers predicted they wouldn’t be given first consideration. And then there was the issue of severance. Wal-Mart would give a

week's salary for every year an employee had been with the company. But that only applied to full-time workers. Those who had worked part-time, even if earlier in their careers they had worked full-time, wouldn't qualify. Gaither wound up spending almost as much time counseling his workers as he did running operations. At night, he had trouble falling asleep.

Over in City Hall, Tom Tartt dealt with the situation in his characteristically upbeat way. Soon after Wal-Mart announced it was closing, Tartt was regularly saying: "We made it without a Wal-Mart for 150 years and we'll make it again." Within minutes of the meeting at City Hall, Tartt had already gathered his city council to brainstorm ways to make up for the retail shortfall – and to figure what to do about the tax situation. Livingston had put together its city budget the month before Wal-Mart said it would close, and had been counting on about \$150,000 in sales tax revenue from the store, more than a quarter of all sales tax revenue collected in Livingston. Certain projects, such as sidewalk repair, were put on hold. And the city raised sales and lodging taxes, plus the cost of garbage pick-up from \$15 to \$18 a month. The changes were long overdue – Livingston hadn't had a tax hike in years – but it was Wal-Mart closing that suddenly underscored the importance of taking care of things sooner rather than later.

The same was true of the city's efforts to attract more retail. It was already part of Johnny Meadows's job to court new stores and other sorts of employers, but when Wal-Mart said it would close, that process got kicked into high gear. The day Wal-Mart said it was leaving, Meadows got on the phone with city hall folks in Greensboro and Greenville – Alabama towns about the size of Livingston – in order

to find out what stores they had and who, if anyone, had recently opened. That led Meadows to Fred's, a general-merchandise store similar to Wal-Mart but smaller, and Fashion Connection, a low-priced women's clothing chain. He talked to Tractor Supply, which sells work clothes in addition to tractors, tools and farm supplies, Big Lots, a closeout retailer, and SuperValu, a grocery chain. He e-mailed K-mart, and met with a developer about building a group of stores out by the Interstate – right where Livingston had proposed the Supercenter.

Tartt had been thinking about which products would completely disappear from Livingston when Wal-Mart closed and suggested Meadows contact shoe stores. So Meadows called James Johnson, who works at Payless Shoes and decides where to build stores in Texas, Mississippi, Louisiana and Alabama. This was the first solid sign of how difficult Meadows's task would be.

Politely, Johnson explained that Payless, and no store like it, would ever locate in Livingston. "In the shoe business, the problem with Livingston is, there aren't enough bodies," Johnson later said. Sumter County's 14,141 people don't come close to the 50,000- to 60,000-person market Payless needs to run a profitable store – not even if you add in retail-dry Greene County and its 9,746 residents to the north. A mom-and-pop might make a small town work, but Payless puts so much money into its stores – in fixtures and inventory – that it needs to quickly sell a lot of shoes to recoup those expenditures, not to mention stick to its nationally advertised low prices. Wal-Mart gets to be a big, national store that sells shoes in small towns, because only 1% of sales come from footwear, which means Wal-Mart can make up for slow shoe turnover by selling more volume in other departments. Payless doesn't have that

fallback. “Even if everyone in Livingston bought a pair of shoes, Payless would starve to death,” Johnson said. “That’s why there’s nobody in the little towns, and there never will be. It’s too close to Meridian. It’s too close to Demopolis. For as long as we live, it’ll be a little bitty town on the side of the road. It’s just the way economics work.” Meadows gave up on trying to attract the shoe business.

As October ended and November came and went, each day bringing Livingston closer to January 25, when the Wal-Mart would be gone, Tartt talked to other local merchants, who said they were stocking up, in preparation. Mike Colvin at Livingston Auto Parts doubled his inventory of car batteries. Spidles Pawn shop ordered more fishing supplies. The Dollar General called its distributor and asked for bigger shipments of household cleaners and laundry detergent. But none of the other stores in town, as small as they were, would be able to make up for the shortfall that was going to hit on January 25. Some changes would be small: there would no longer be a place in Livingston to buy a spool of thread or a camera battery. Others would be large: the 10 acres of parking lot and big-box store on the way out of town would be empty, a hulking, unavoidable reminder of what Livingston had lost.

That soon-to-be empty box was another major motivating factor for wooing retail to Livingston, to get some sort of merchant in that space. At the meeting where Wallace announced Wal-Mart would close, he said the company would work with Livingston to find someone to take over Wal-Mart’s lease. It used to be that when Wal-Mart closed a store, it would put a Bud’s Discount City in its place. Bud’s, named after Sam Walton’s brother, carried damaged and discontinued products. Not surprisingly, there wasn’t a whole lot of money or growth potential in Bud’s (the

store had always been more of a real estate placeholder than anything else), and in 1997, Wal-Mart closed 48 of its 61 locations, essentially pulling the plug on the brand.

Both Wal-Mart and Livingston approached the grocery chain Piggy Wiggly. A big supermarket, Tartt thought, would be great for the community (some residents regularly left Livingston for grocery shopping, since the only option – an IGA – was small and unimpressive), plus a good anchor tenant for the Wal-Mart building, which could easily be carved up into more than one rentable space. Piggy Wiggly was interested – but then Tartt and Meadows found out that a local developer had already put a bid on the building. He wanted to use part of the building for a grocer, and the other part for a hardware and lumber store. It would be, it seemed, much like the one across the street. Wal-Mart had 90 days to consider the offer. The Christmas holiday season was in full swing, and the January 24 closedown date was just a month away.

Meanwhile, in Demopolis, the finishing touches were being put on the Supercenter. Orange cones halfheartedly blocked traffic from the drive leading up to the massive, 155,000 square foot building, but at night, after the work crews had gone home, automobiles easily skirted them. The lot was all lit up, with the tan and sage green store clearly visible. On the outside walls were white letters announcing meat, produce, bakery, a deli, a pharmacy, an optical center, one-hour photo services and tire and oil changes; a large garden center was attached. On the other side of the parking lot, in a strip mall that construction workers were putting the finishing touches on, were signs for DollarMax, Nails ‘n’ More, Golden Beauty Supply, and

Cato, a women's clothing chain. Between the Supercenter and the road was a brand new motel.

On one particular winter night, a minivan entered the lot, drove past a yellow asphalt roller, and up to the front of the Supercenter. A woman and boy peered through the front windshield. They looked, then quickly drove off, diagonally across the parking spaces and out of the lot. Soon after, a pick-up truck did the same thing, and then another. They couldn't see much. The sliding glass doors had been covered in brown paper. In one spot, the paper was torn, but all you could see was the front foyer. A wall of cardboard boxes stacked almost to the ceiling prevented the gawkers from seeing deeper into the store. A quarter of a mile down the road was the old Demopolis Wal-Mart, the one that would be closing, along with the Livingston store, the day before the Supercenter opened. On the front of the building was a banner: "Your Wal-Mart is Moving." There was no sign like that in Livingston.

At 5 p.m. on December 31, a couple hundred Livingstonians gathered in front of the courthouse on Washington Street for the city's annual New Year's Eve parade. The Mardi-Gras-style parade was called the D.U.D. (dee-you-dee), possibly short for Damned Ugly Devils, but the origins, and subsequent practice, of the tradition were foggy. Dr. Robert D. Spratt, who wrote a history of Livingston in the 1920s, suggested the D.U.D. started in 1857, with a horseback parade during the day and a march of maskers – men dressed in costume – at night. But in the various editions of Spratt's history, this account differed, leaving the current-day participants wondering what the event was all about. At the 2005 celebration, a photographer in a gray suit

and fedora with a PRESS placard in the brim put it best. He asked: “Did you get the latest copy of the *Record*?” referring to the local newspaper, which carried a front-page mayoral proclamation from Tom Tartt, calling on all men in town to march in the parade. “That’ll explain what we’re doing,” he said, and then cryptically added: “No one knows what we’re doing.”

At about quarter past five, the announcer picked up the microphone and started the parade. The maskers came down Washington Street from the north, and, as they passed the emcee – by day, the caller at the cattle auction – three judges evaluated the costumes. A Dukes of Hazzard entry – two golf carts decorated in orange and the Confederate flag – passed by. Three men and a little boy dressed as C.S. Lewis and The Lion, the Witch, and the Wardrobe followed. Sumter County Project Runway consisted of men in drag blasting music from a flatbed pulled by a pick-up truck. A Mardi-Gras-themed float had more skirts, plus candy for tossing into the crowd. An egg costume carried a trident and wore horns, making that entrant a deviled egg, and a man and a boy clad in wedding dresses were the runaway bride and her one-way ticket to Albuquerque.

And then there was a lone man walking somberly. His head was wrapped in an Ace bandage and his gray clothes, loose around his solid but round frame, were draped with toilet paper. Over his feet were blue-and-white plastic bags, which a careful spectator might notice were from a Wal-Mart check-out. He lifted the binoculars that hung around his neck, looked through them, and then raised his hands in the air, as if confused. The man, specter-like, carried a sign on a plank of wood. As he passed by the bleachers, the announcer read what the sign said: “Sam Walton’s

D.U.D. spirit returns looking for Livingston Wal-Mart.” Without a pause, the announcer added a heartfelt, “Amen. I tell you,” and the crowd let up a cheer.

For his Sam Walton costume, Tom Tartt won a blue ribbon.

Four days before the Livingston Wal-Mart closed, it had already become a different place. Just inside the front door sat three shopping carts full of DVDs with a sign: 2 for \$1. It was a clearance sale, something that Wal-Mart, master of inventory control, never really did. Mixed in with signs announcing “Always Low Prices” – a slogan synonymous with Wal-Mart’s antipathy toward specials and sales – were others that said “Clearance Savings.” Red and green mark-down tags dotted the shelves, more than a few of which held little or no goods. The clothing section was nearly wiped out. In one corner, all but five metal racks and two pairs of boys’ khakis were gone. Clothing left in other departments was priced oddly, not in Wal-Mart pennies, but in round numbers: fleeces for \$7, pants for \$5, turtlenecks for \$3. One handwritten sign said, “Was \$14.04. Now \$5.00.”

Palates and pushcarts loaded with boxes and merchandise sat in the aisles. Neat, well-stocked shelves were now a thing of the past. In the craft department, rolls of fabric spilled over from a messy display onto the floor. In the jewelry department, a watch carousel was empty. Two blue hand baskets sat on the counter, with angel pins for \$1 and Sleeping Beauty watches for \$4.

Underneath a big yellow arrow was a do-it-yourself price scanner: “Can’t Find the Price? Find It Here.” A woman walked up with a fleece, scanned it, then shouted across the floor, “It’s still \$7,” and dropped the piece of clothing. Below the

scanner was a pile of goods, stacked high against a carpeted column – things no one wanted and things no one, including employees, found the time to put back. Instead, many of the workers milled, chatted with friends, and looked at things they might buy. A shopper asked one of them the last day the store would be open. The answer was matter of fact, but distant, a version of sad: “Tuesday,” she said, and then no more.

At the back of the store, a rack for bikes held only helmets and replacement tires. A space for a couple hundred Ever Start car batteries contained eight. In the children’s department, 12 packs of diapers were left. Up front, where the dog food used to be, shoppers only found charcoal and lighter fluid. The laundry aisle had no detergent, just some leftover Downy, Snuggle and Spray ‘n Wash, all pushed together at one end of the display. There were no more greeting cards, mechanical pencils, children’s books or rolls of toilet paper. On one tall metal shelf hung a handwritten sign: “Hold for 1069 Newton, MS.” Other stores were already picking this one apart.

On the day the Wal-Mart closed, the lot was absolutely packed – like a suburban shopping mall with drivers looping around and around, jockeying for a parking spot. The entire town had turned out.

The makeshift garden area was empty: the patio bricks and stone fountains had been brought inside and now sat in the middle of what used to be the men’s clothing department. Next to the bricks were wooden pallets with shrink-wrapped high chairs and strollers, plastic buckets and a boxed lawn mower – ready to be shipped away. In the electronics section, employees scanned batteries for inventory

and then dropped them into a box, all set to move out. Many items were missing completely; others, such as ceiling fans and light bulbs, remained oddly in bulk.

At 5:30 p.m., there was an announcement over the PA system: “We will close promptly at 6. If you have merchandise, please move it to the register.” But people keep coming in the door. With half an hour of life left in the store, people kept coming. In the toy aisle, two little boys grabbed playthings off the shelf. One man walked around with an ironing board under his arm; another loaded up on DVDs. One woman carried three boxes of the board game Cranium in her cart. A man standing in an aisle with pots and pans looked at his wife and said: “When are they going to say, ‘Alright, everything 75% off?’” Like good Americans raised on consumer culture, the people of Livingston knew that tomorrow would be for consequences and mourning. Today was for shopping.

A few people wandered the floor empty handed. They had come simply to watch the spectacle, to witness the liveliness and congestion that would soon give way to silent nothingness. The Livingston Wal-Mart was a two-register kind of store, but on its last day of business, four were open, with a line snaking out from each one. The cashiers were swamped, they had never seen anything like this. At 5:45 p.m., there was another announcement about the registers closing and doors locking at 6 p.m. Five minutes later, there was another.

At 6 p.m., the registers were still ringing and a handful of customers still strolled up and down the aisles. “It is 6 p.m.,” the PA voice said, more sternly now. “If you have final purchases, you need to be in line. Associates please walk through the floor to help customers to the front. The store is shut. The store is closed.”

A little after 6 p.m., the first register closed. The cashier turned her light off, unlocked her cash drawer, and made her way to the back of the store. A few minutes later, another register closed down. And then the next. At 6:15 p.m., the last register to be open at the Livingston Wal-Mart – the last to be open ever – rang its last purchase.

The customers were gone, but the store was still bright, still filled with piped-in pop music. Many employees kept doing what they had been – cleaning up, taking inventory – but others started to gather in the aisle to say good-bye. There were some hugs, but not as much emotional fanfare as one might expect. Many of the Livingston employees had already transferred to Demopolis or Meridian. The workers in the store on its last day were largely brought in from elsewhere, just to close the place down, and then to go back to where they came from. The manager had driven down from Tuscaloosa; Gaither had been transferred to a new assignment months earlier. And so the Livingston Wal-Mart was closed by strangers. There was no farewell speech. No one suggested doing the Wal-Mart cheer one last time.

Outside, the sky was dark. By 6:25 p.m., two men were hanging black plastic sheeting over the front window and doors. A car entered the parking lot, saw the sheeting, and left. By 6:40 p.m., the men had almost completely shrouded the store, leaving one flap open, as employees slowly filtered out. Some of them would be back the next day: in the parking lot was an 18-wheeler into which they would load all the things people in Livingston hadn't bought.

A man in a truck pulled up to the front of the store and a guy there shouted out, "We're closed."

“Closed the doors?” the driver asked.

“Closed the doors.”

At 7 a.m. the next day in Demopolis, a white-haired woman in a long red coat walked across a freshly paved parking lot and into the new Supercenter. In one hand, Cecil Williamson, the city’s mayor, carried a cup of coffee; in the other, a three-foot-long pair of scissors.

Inside, the Demopolis High School ROTC Color Squad practiced. Four boys in silver helmets carried the American and Alabama state flags, and marched back and forth behind the checkout aisles in the bright, airy store. Checkerboard skylights backed up rows of overhead fluorescents, lighting the white rafters that criss-crossed the vaulted ceiling. The smell of fresh bread came from the bakery. Over by ladies’ apparel, the Demopolis High cheerleaders, carefully coiffed, warmed up, much as the cheerleaders in Livingston had 25 years ago. A person in a Pillsbury Doughboy costume and another dressed as a Hershey’s Kiss came around the corner. The girls chattered and jumped with excitement and rushed at the characters.

Williamson walked to the stage, a small, quick-to-set-up affair positioned between racks of cardigans and the produce section. She set down her coffee, took off her red coat, and greeted a local fire official, who told her he was planning on spending his \$1,000 Wal-Mart grant on new computer equipment. Williamson was thrilled that this day had finally come. The Supercenter, which would employ 350 people and be open 24 hours a day, was expected to boost Demopolis’s tax base significantly. She was excited to see what all would follow in Wal-Mart’s wake. A

few weeks before, she had spoken to a family new to town who said one of the main things that attracted them to Demopolis was its Supercenter. Half an hour before the store's grand opening began, Williamson watched as shoppers entered and took their positions along the wall, in front of the SmartStyle Family Hair Salon, and in check-out aisles 1 through 4. Some already pushed carts. One man, who described himself as "Sam Walton's biggest fan" showed up in order to make the store's first purchase. "Everybody's favorite pastime is shopping," said Williamson, with a smile.

At 7:40 a.m., store manager John Whitehead started the grand opening program, the one that would be played out, more or less, at all 18 Supercenters opening that day. He took the stage, and said, "Good morning," and then, when that didn't get the right response, "Good morning, *associates*." All around, employees in blue and red smocks shouted back, "Good morning," and then, in unison, clapped twice, stomped twice, grunted "augh," and did a little arm tug, as if they were pulling a train whistle or a bus cord. Louder this time, Whitehead said, "Good morning," and the workers responded: clap, clap, stomp, stomp, "augh," arm tug. And again: "Good morning!" Clap, clap, stomp, stomp, "augh," arm tug. "We are really excited to be here," said Whitehead. It was an obvious statement; excitement rippled through the crowd.

Whitehead introduced the pastor Mickey Green, who gave an invocation, and then Wanda Landrum, a store employee, who belted out the national anthem. The color squad marched to the stage, and as they did, wacked the tip of the American flag on an overhead directory, as if pointing to the sign that told customers where to find groceries, children's apparel, sporting goods, home fashions, jewelry and the

pharmacy. Next came Whitehead's introduction of his co-managers, each of whom warranted a clap, clap, stomp, stomp, "augh," arm tug. A TV cameraman from a station in Meridian, 60 miles away, filmed on and on.

Whitehead introduced the Demopolis High School choir, girls in black dresses and boys in blue cummerbunds, backed up against a display of apples for \$1.38 a pound. Reverently, they sang:

"Peace, peace, peace never ending

"Joy, joy, joy overflowing

"Love, love, love every lasting and true

"This is our gift for you."

Cecil Williamson took the stage and gushed: "This is a momentous day for the city of Demopolis. We are going to see the benefits for years to come." And then came Bobby Singleton, the state senator who was in Livingston the day Wal-Mart announced it was closing. Singleton, a man who could run a tent revival, managed to elicit a clap, clap, stomp, stomp, "augh," arm tug of his own, and then said: "This is so important for west Alabama, not only to Demopolis, but to the entire region. This is something most cities want but can't get. Thank you Wal-Mart."

District manager Dan Fagan, a slim man with a big-tooth smile, took the stage next. Responsible for a swath of Alabama, Fagan boasted that Wal-Mart employed 40,275 people in the state, and operated 74 Supercenters there. Joining that gang of 74 would be a windfall for Demopolis, he said: "If we are right about our projections, your mayor will be very happy." Later that day, walking around the cavernous new Supercenter, greeting store employees by name at every turn, Fagan grew visibly

excited about Demopolis's prospects. Somewhere between the nine-aisle craft section and the 120-bicycle display in sporting goods, Fagan got to talking about Route 80. Route 80, the divided highway in front of the store, was supposed to go Interstate. That change was still 15 or 20 years away, and even when the highway was built it might be a mile or two north or south of the current road, but, eventually, one way or another, Marengo County would provide a faster, cleaner shot for truckers driving from Dallas to Atlanta. And if that highway came to fruition like it was supposed to, Demopolis would be in an even better position to grab its slice of Alabama's burgeoning foreign car manufacturing industry. Attracted partly by non-unionized labor, Toyota, Honda, Hyundai and Mercedes-Benz had all built factories in Alabama in recent years. Hyundai's plant was only 100 miles to the east of Demopolis in Montgomery. An Interstate Route 80 would shave almost 45 minutes off that drive, opening up the Demopolis area to Hyundai suppliers, Fagan said. It would cause the whole region to grow and this monstrous Wal-Mart Supercenter, so large and exhausting that benches were scattered throughout for people needing to sit and rest, would be ready.

During the morning program, Fagan was followed by the Demopolis High School cheerleaders. In black and blue spandex, they jumped and chanted:

“Go Super Wal-Mart.

“Go Super Wal-Mart.

“W-A-L-M-A-R-T

“Go Super Wal-Mart.”

And then they did *the* Wal-Mart cheer, the one Sam Walton ordered up after seeing workers at a Korean tennis ball factory do a company cheer and group calisthenics. The cheerleaders started and the Wal-Mart employees quickly followed, sending the chant high up into the building's white rafters.

“Give me a W!

“W

“Give me an A!

“A!

“Give me an L!

“L

“Give me a squiggly!

[Here, the employees wriggled.]

“Give me an M!

“M!

“Give me an A!

“A!

“Give me an R!

“R!

“Give me a T!

“T!

“What does that spell?

“Wal-Mart!

“Who's Wal-Mart is it?

“My Wal-Mart!

“Who’s number one?

“The customer. Always.”

With that, there was just one more official bit of business for the store to be open. Employees who had worked at Wal-Mart for more than 20 years were called to a red ribbon strung between aisle 1 and the hot chicken counter. Scissors in hand, Williamson stepped up to the ribbon, poised to cut. Half a dozen shoppers with carts waited, ready to go as soon as they got the sign. The choir sang:

“Oh Lord – how excellent

“How excellent

“How excellent

“How excellent

“How excellent

“How excellent in thy name.”

The white rafters, like the underbellies of a thousand of little steeples, bounced the sound around. At 8:30 a.m., Williamson reached out with the scissors and cut. A cheer went up from the crowd, and the choir sang:

“Lord, I want to be used by you

“Lord, I want to be used by you

“I want to be used by you, oh Lord.”

Back in Livingston, a clean-up crew showed up for work to tear down the store.