



The INTERNATIONAL FRANCHISE ASSOCIATION Presents

41ST ANNUAL **LEGAL** SYMPOSIUM

May 11-13, 2008

Capital Hilton
Washington, DC



Where **LEGAL** minds
and **BUSINESS** minds
come **TOGETHER.**

FOR MORE INFORMATION, VISIT WWW.FRANCHISE.ORG
OR CALL THE IFA OFFICES AT 202/628-8000.

WASHINGTON, DC



41ST ANNUAL **LEGAL** SYMPOSIUM



Lane Fisher

Dear Franchise Professionals:

Last year, the Legal Symposium Task Force set out to perform a makeover creating a “business law” program, easily distinguishable from other purely legal programs. Those of you who attended know, and those of you who completed evaluations told us, that we hit the mark dead on. The Symposium provided a venue for business lawyers to discuss the law as it relates to business issues, rather than the law as it was applied in a particular case. We saw a dramatic growth in the number of attendees from member companies, and a much higher number of legal administrators, operations personnel and business executives. This year we do not intend to lose any momentum. The 2008 Task Force, comprised of both in-house and outside counsel, is deeply committed to maximizing each attendee’s experience by offering superior educational programs presented by seasoned and well prepared practitioners, high quality networking opportunities and the most “take-home” value ever.

This year, our program features a variety of business topics relevant to franchise systems in any stage of their lifecycle. Many of our breakout sessions will feature both in-house as well as outside counsel, and where appropriate, savvy business executives to keep the lawyers focused on the business issues underlying the legal and regulatory issues presented. We have gone to great lengths to identify and engage people who have a tremendous amount of experience in the underlying subject matter. Their perspective will be instrumental in helping you understand how to protect and strengthen the systems you represent.

Our general sessions, too, will focus on topics of common interest to both business executives and legal professionals. We open with a session highlighting how one of today’s hottest topics is affecting franchising: **going green**. There are daily headlines about global warming, pollution, exhaustion of natural resources, rising energy costs and just plain destruc-

tion of our environment and natural habitat. Franchisors are increasingly asking their lawyers for advice about “sustainability” and “greening” strategies. The specter of new environmental laws and regulations pose an enormous and uncertain risk to those we represent. In our opening session, entitled, “Seeing Green,” we will feature well-versed political, legal and franchise professionals who will make the case why it’s time to prepare your franchise system for an inevitable greening of the industry. You will no doubt leave this program with a better understanding of your appropriate role in environmental reform.

Next, with only a month and a half between the Legal Symposium and the final compliance deadline for the new FTC Rule we believed that the transactional lawyers among you will be deeply entrenched in prosecuting your new form of franchise disclosure documents. So, our Monday luncheon will feature premier franchise practitioners who come armed with the experience and lessons learned since compliance with the revised FTC Rule became voluntary on July 1, 2007. This session will be followed by an intensive workshop featuring state regulators who will engage in a question and answer session concerning issues and obstacles to registration under the new format.

And of course, during our Tuesday morning general session, we will feature a Legal Symposium tradition - the Judicial Update where top attorneys review the year’s most important cases and developments in franchise law and how they affect the everyday operations of the businesses you represent.

Particularly valuable for lawyers new to franchising, franchise administrators and paralegals, the Basics Track offers traditional 101 courses that build upon each other to provide a basic platform of knowledge about the nuts and bolts of franchise law. For those at the other end of the spectrum, we are offering a series of advanced workshops for seasoned professionals intended to foster the highest level of discussion about the most complex issues facing our members.

The benefits of the Symposium don’t stop there. To better meet the needs of our members, we did an analysis of our audience and determined the top industries represented at recent Symposium programs were



food, lodging and service. And so, we have developed several breakout sessions focused on the issues faced by these key industries. You won't find in-depth examinations of these industry-specific challenges in any other program.

We also offer interactive roundtable discussions, two networking receptions and multiple refreshment breaks so you can connect with franchise professionals from many backgrounds. Our course materials, too, will provide in-depth examinations with real life examples of contracts, forms, tables and charts that you can use in your own business operations at home.

Need more reasons to invest your time and money in the Legal Symposium? It is an opportunity to earn a large block of credits toward your Certified Franchise Executive (CFE) accreditation - 300 Core/Elective credits to be exact. For our attorney members, this is of course a good time to earn Continuing Legal Education credit.

When all is said and done however, it is the people that make the IFA Legal Symposium a truly rewarding and "must attend" experience. Come visit with old friends. Come network with colleagues. Come meet new players in franchising.

We look forward to welcoming you to scenic and historic Washington, DC for the premier franchise legal event - where legal minds and business minds come together.

Sincerely,

Lane Fisher
Chair, 2008 IFA Legal Symposium Task Force
Partner, FisherZucker LLC

2008 LEGAL SYMPOSIUM TASK FORCE

CHAIR:

Mr. Lane Fisher
Partner
FisherZucker LLC

Mr. Rupert Barkoff
Partner
Kilpatrick Stockton, LLP

Ms. Victoria Blackwell
Sr. VP of Legal & General Counsel
Papa Murphy's International, Inc.

Mr. Andrew D. Bratzel
Vice President and General Counsel
The ServiceMaster Company

Ms. Mary Beth Brody
Special Counsel
Faegre & Benson LLP

Mr. William A. Darrin
Director of Dispute Resolution
Subway World Headquarters

Ms. Jennifer Dolman
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Mr. Mark Forseth
V.P. & Asst. General Counsel
Marriott International

Mr. Dean T. Fournaris
Partner
Ballard Spahr Andrews & Ingersoll, LLP

Mr. Kevin P. Hein
Attorney at Law
Snell & Wilmer, LLP

Mr. Stuart Hershman
Partner
DLA Piper US LLP

Mr. William Jameson
Vice President and General Counsel
AAMCO Transmissions

Mr. Duke Johnston, CFE
VP & General Counsel
The Dwyer Group

Mr. David J. Kaufmann
Partner
Kaufmann, Feiner, Yamin, Gildin & Robbins LLP

Ms. Nina Greene
Partner
Genovese Joblove & Battista

Mr. David W. Koch
Partner
Plave Koch PLC

Mr. Ned Levitt
Partner
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Mr. G. Thomas MacIntosh
Partner
Krass Monroe, P.A.

Ms. Kerry J. Olson
Senior Attorney
International Dairy Queen, Inc.

Mr. Ted P. Pearce
Vice President/General Counsel
Meineke Car Care Centers

Ms. Kathryn A. Rookes
Vice President of Legal
FOCUS Brands, Inc.

Ms. Karen Boring Satterlee, CFE
Director, Franchise Licensing
Starbucks Coffee Company

Mr. Bob Sawyer
Vice President, General Counsel
Friendly's Restaurants Franchise, Inc.

Mr. Max J. Schott, II
Principal
Gray Plant Mooty

Mr. Joel D. Siegel
Partner
Bryan Cave, LLP

Mr. R. Scott Toop
Vice President and Associate General
Counsel
Yum! Brands, Inc.

Ms. Sandra J. Wall
Managing Counsel-Franchise Practice
Group
McDonald's Corporation



Sunday, May 11

3:30 pm - 7:00 pm
Registration

3:30 pm - 4:30 pm
Legal Legislative Committee

4:30 pm - 6:00 pm
Corporate Counsel

6:00 pm - 7:30 pm
Welcome Reception

7:30 pm
Speakers' Dinner (off site)

Monday, May 12

8:00 am - 6:00 pm
Registration

8:00 am - 8:30 am
Continental Breakfast

8:30 am - 10:00 am
Welcome & General Session

Welcome:

Steve Greenbaum, CFE, CEO, PostNet
International Franchise Corporation,
IFA Chairman of the Board

Panel Discussion: Seeing Green

Environmental Initiatives Are Popping Up Everywhere - Is it time to prepare your franchise system for an inevitable greening of your industry?

- The world is changing and the basic resource, cost and regulatory paradigms upon which business is conducted are changing with it.
- The world (and your franchisees and customers) cares about the global climate and the local environment.
- How franchisors are uniquely positioned to offer leadership on these issues and can reduce dramatically their chain's environmental footprint?
- How seeing green can save money and improve the bottom line while reducing exposure to cost volatility and supply chain risks.
- How seeing green can improve your corporate image and maximize your appeal to customers, franchisees, employees, lenders and investors.
- The role of the franchisor and its lawyers in anticipating risk and being prepared to respond to change.

Moderator:

David G. Mandelbaum, Partner-in-Charge,
Environmental Practice Group, Ballard
Spahr Andrews & Ingersoll, LLP

Speakers:

Steve Caldeira, Chief Global Communications and Public Affairs Officer, Dunkin' Brands, Inc.
 Todd Leff, President, AAMCO/Cottman Transmissions
 Joseph Lieberman (I-CT) [Invited], Chair of the Senate Subcommittee on Private Sector and Consumer Solutions to Global Warming and Wildlife Protections
 Mari L. Snyder, Vice President, Social Responsibility & Community Engagement, Marriott Corporation

10:00 am - 10:15 am
Refreshment Break

10:15 am - 11:45 am
Eight Concurrent Sessions (Select One)

Strategies in International Expansion

- Assisting the franchisor to know when it's time to "Go Global".
- Which countries, when?
- Choosing the right expansion vehicle.
- Working with foreign counsel.

Moderator:

Leonard Polsky, Partner, Gowling Lafleur Henderson LLP

Speakers:

Carl Zwisler, Haynes and Boone, LLP
Ned Lyerly, Senior Vice President, Global Franchise Development, CKE Restaurants, Inc.

Advanced Issues in M&A

- As the purchaser, have you agreed to the right price?
- What synergies can you realize when you purchase a franchise system?
- How do the franchisees react to the sale?
- What is the value or pitfall of a franchisee independent organization?
- If you have financed the transaction do the loan covenants restrict future growth?
- How does your business interact with the exit timeline of the investors; what are the future budget considerations?

Moderator:

Jeffrey Brimer, Partner, Snell & Wilmer

Speakers:

Joel Buckberg, Of Counsel, Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
Jack Santaniello, Partner, Shumaker, Loop & Kendrick, LLP

Getting from Sold to Open: Issues Faced by Franchise Companies in "Onboarding" Franchisees

- Site selection and approval/consent - what the lawyers advise, what the development department does and what the franchisees expect.
- How lifestyle centers are changing the real estate landscape.
- What a franchisor can and should do if a location is ready, but the franchisee is not (issues with management structure, training, etc.).
- What are some examples of contractual provisions that help a franchisor monitor (and enforce) the milestones to hit prior to opening?
- What kind of opening support should a successful franchisor give, and how may this be different than what is outlined in the agreement?
- What are the unique considerations when opening new locations with existing multi-unit franchisees?

Moderator:

Brian Schnell, Partner, Faegre & Benson LLP

Speakers:

Troy Bader, Chief Development and Legal Officer, International Dairy Queen, Inc.
Steve Greenbaum, CFE, CEO, PostNet International Franchise Corporation, IFA Chairman of the Board



The 5 Most Frequently Filed Lawsuits Against Franchisors and How to Avoid Them

- What are the most significant claims brought against franchisors?
- In what context and circumstances do these claims arise?
- What should a franchisor include in its documents to protect against these claims?
- What procedures should a franchisor adopt to avoid these claims?
- What are the most effective litigation prevention practices?

Moderator:

Michael Joblove, Partner, Genovese, Joblove & Battista

Speakers:

Heather Carson Perkins, Partner, Faegre & Benson LLP
W. Barry Blum, Law Office of W. Barry Blum

Helping Franchise Systems Succeed: Avoiding the Pitfalls Encountered in the Early Stages of Franchising

This breakout session will provide business and legal advice geared toward the emerging franchisor.

- What are common pitfalls that face emerging franchisors as they first decide whether they want to franchise their systems and later how they structure their franchise programs?
- What are best practices that should be adopted by the emerging franchisor to sustain a franchise system?
- How to structure the legal aspects of the new franchise program including franchise disclosure documents, agreements and financial performance representations.
- How can franchise compliance programs be structured to train sales, legal, franchise administration and operational staff?
- What are the operational issues that will surprise a new franchisor and how can business and legal advisors structure franchise programs to best navigate these issues?

Moderator:

Rocco Fiorentino, CFE, Chairman/CEO, United Financial Services Group

Speakers:

Marisa Faunce, Partner, Plave Koch PLC
Michael Seid, CFE, Managing Director, Michael H. Seid & Associates

At Your Service: Legal and Business Challenges Unique to the Service Industry

- Issues Surrounding Territorial Exclusivity: the Mobile Franchisee; Dealing with Encroachment and Open Territory Issues while Seeking to Penetrate Defined Markets.
- Liability that arises from Entering Customer's Homes: The Kirby case and Vicarious Liability Issues; Managing Risks.
- Customer Satisfaction and Service Issues: Monitoring; Measurements; and, Avoiding Vicarious Liability.
- Conversion Franchising: How to Manage Proper Reporting and Avoid Brand Dilution, Customer Diversion and Confusion.

Moderator:

Steve LaCroix, Assistant General Counsel, The Dwyer Group

Speakers:

Kim Lambert, General Counsel, California Closets Company, Inc.
Ann Hurwitz, Partner, DLA Piper US LLP

Protecting the Chain from Farm to Fork: Preventing and Defending Food Liability Claims

This program will provide an overview of current food safety liability and litigation developments, and will address the following topics (among others):

- The factors external and internal to the food service industry that are causing big food to be viewed as big target.
- The increasingly complex web of regulations and claim theories being confronted by quick service restaurant chains and their franchisees.
- The need to evaluate and protect the integrity of a chain's food supply network and branded products.
- How to advise and assist food service clients to develop proactive risk management strategies that reduce the potential for illness and claims.
- Best legal practices for managing food safety liability outbreaks and claims when and if they arise.
- Managing the unique food safety challenges present in the developing world.

Moderator:

Dean Fournaris, Partner, Ballard Spahr, Andrews & Ingersoll, LLP

Speakers:

Brian Balconi, VP & General Counsel, Little Caesar Enterprises, Inc.
David Bartlett, Team Leader - Tort Litigation Practice Group, McDonald's Corporation



Basics Track - Registration: Understanding the State Franchise Registration Framework and How the Amended FTC Franchise Rule Will Impact It

- States with initial franchise registration or notice requirements, and the submission of necessary filings to comply with these requirements.
- Interplay between franchise and business opportunity laws, and the submission of related exemption filings.
- Utilizing state franchise registration exemptions and how they relate to exemptions available under the amended FTC Franchise Rule.
- Timing of renewal and amendment filings.
- Analyzing the franchise registration states' reaction to the amended FTC Franchise Rule, and what this means for franchisors.
- Complying with other state registration requirements, including those relating to advertising, sale representatives and brokers.
- Addressing jurisdictional issues.

Moderator:

Jan Gilbert, Partner, Haynes and Boone, LLP

Speakers:

Sandra Trenda, Vice President & General Counsel, Great Clips, Inc.
John Fitzgerald, Partner, Gray Plant Mooty

12:00 noon – 2:00 pm
Luncheon & General Session

IFA Government Relations Update

Speaker:

David French, Vice President, Government Relations, IFA

Panel Discussion: Complying with the Updated and Upgraded FTC Franchise Rule – Lessons Learned

- What have been the most challenging issues for clients and outside counsel in the Franchise Disclosure Document (FDD) preparation process?
- What have been the most common issues raised and comments made by the franchise registration states on FDDs?
- What have been the states' reactions to the process – "business as usual" or something else?
- What uncertainties and ambiguities continue unresolved in the FDD preparation process?
- What have been the most challenging issues for clients and outside counsel in implementing the new disclosure process?
- Have the new "sophisticated investor" exemptions been helpful?
- Has e-disclosure become more predominant? How are most companies implementing e-disclosure?
- What new "best practices" have emerged so far?

Moderator:

Stuart Hershman, Partner, DLA Piper US LLP

Speakers:

Shelly Spandorf, Partner, Sonnenschein Nath & Rosenthal
Charles Modell, Partner, Larkin, Hoffman, Lindgren & Daly
John Tifford, Partner, Plave Koch PLC

2:15 pm – 3:45 pm
Eight Concurrent Sessions (Select One)

Three-Level Franchise Systems: Area Reps and Development Agents – Do They Make Sense for the Franchise Systems You Represent?

- What are the various structures of "three-level" franchise system and how are they documented?
- The pros and cons of three-level franchise systems and various structures.
- Franchise sales and regulatory compliance issues that arise in these types of franchise systems, including considerations under the Amended FTC Rule.
- Potential liability issues arising in the franchise sales and operational contexts.
- Quality control and service issues at both the franchisee and consumer levels.

Moderator:

Will Woods, Partner, DLA Piper US LLP

Speakers:

Jacqueline Vlaming, Senior Vice President/General Counsel, Coverall Cleaning Concepts
John Dring, CFE, COO and Executive Vice President, Cartridge World

Identifying, Managing and Resolving Troubled Franchise Relationships: Practical and Legal Approaches/Strategies

- Identifying a poor fit before establishing the relationship.
- Early warning signs of problems in the relationship.
- Things that franchisors and franchisees can do to avoid "problems" in the relationship.
- Effective communications between franchisors and franchisees.
- Methods to solve relationship problems.
- Determining and implementing the best exit strategy when the relationship can't be saved.

Moderator:

Jim Goniea, Vice President/General Counsel, AAMCO Transmissions, Inc.

Speakers:

Michael Einbinder, Partner, Einbinder & Dunn, LLP
Jeff Fillerup, Luce Forward Hamilton & Scripps

Pricing Restrictions – Relaxation of Antitrust Rules Creates New Opportunities

- The what and why of the Supreme Court's Leegin decision
- State antitrust, contract, and disclosure factors
- "Can" does not necessarily mean "should": the business case for and against price controls
- Implementing a pricing policy – new v. existing franchise programs
- How to conduct a "rule of reason" analysis
- Do "minimum advertised price" and other price-influencing techniques still have a role?

Moderator:

Thomas Queen, Attorney, Wiley Rein LLP

Speakers:

Bob Joseph, Partner, Sonnenschein Nath & Rosenthal
Dave Hood, President, iFranchise Group

Monday, May 12 (Cont'd.)

2:15 pm - 3:45 pm (Cont'd.)
Eight Concurrent Sessions (Select One)

Advanced Issues in Arbitration

- Are the days of the Federal Arbitration Act and compulsory arbitration numbered?
- Will you be able to get and keep your case in arbitration, and who makes that decision - the court or the arbitration panel?
- Can the American Arbitration Association and other arbitration fora or courts order franchisors to front all or a portion of arbitration forum/administration fees and costs?
- Present and future court standards to overturn arbitration awards.
- Arbitrability of class actions.
- Things you can get away with, and things you cannot, in drafting arbitration clauses.

Moderator:

Andra Terrell, Senior Franchise Counsel, Pearl Vision

Speakers:

Charles Miller, Partner, Bartko, Zankel, Tarrant & Miller

Jonathan Perlman, Partner, Genovese Joblove & Battista

The New Generation of IP Challenges: Controlling Your Brand on YouTube, eBay, Wikipedia and Other Frontiers

- Controlling your brand on the Internet.
- Stopping an offending use.
- Finding the culprit.
- Preventing unauthorized use of your brand.
- Pros and cons of litigation.

Moderator:

Paul Reeve, Director of Litigation & Arbitration, UPS

Speakers:

John Pickerill, Fredrikson & Byron, PA
Lora Friedemann, Fredrikson & Byron, PA

Crisis Management in Franchise Systems: How Franchisors Manage System-Threatening Events

- The first critical 24 hours.
- Who should lead; What functions should be on the team?
- Who is ultimately responsible for the damages; Difficulties in collecting?
- How should you prepare in advance?
- Key considerations.
- Lessons learned (some the hard way).

Moderator:

Scott Toop, Vice President and Associate General Counsel, Yum! Brands

Speakers:

Don Becker, Managing Attorney, Insured Litigation, Yum! Brands

Brian Riendeau, Vice President, Public Relations, Yum! Brands

Bruce Tucker, President, Legal Management Services

Outsourcing Franchisors' Services - A Beneficial Growth Tool or Risky Proposition?

- An outsourcing case study.
- Delegation and governance of outsource relationships.
- Structuring contracts, creating performance metrics, managing risk..
- Keys to successful outsourcing.

Moderator:

Ryan Cunningham, CEO, Javelin Solutions

Speakers:

Patrick Sanders, President, Peak Franchising, Inc. (Max Muscle)

Milton Whitfield, Partner, Haynes and Boone



Basics Track: Disclosure (Under the Revised FTC Franchise Rule and State Franchise Disclosure Laws)

This program will review the basics of disclosure under the recently revised FTC Franchise Rule and state franchise disclosure laws, and will address the following topics (among many others):

- The Required Contents of a Franchisor's Disclosure Document.
- Disclosure Timing Requirements and Triggers.
- Electronic Disclosure.
- Amending/Renewing the Disclosure Document.
- Registering the Disclosure Document in the Franchise Regulating States.
- Financial Performance Representations ("Earnings Claims").
- Penalties for Noncompliance.

Speakers:

David Oppenheim, Kaufmann, Feiner, Yamin, Gildin & Robbins

John Murphy, Vice President, Law, Pizza Hut, Inc.

3:45 pm - 4:00 pm
Refreshment Break

4:00 pm - 5:30 pm
Eight Concurrent Sessions (Select One)

Enforcing International Agreements: Non-Litigation Issues

- What sort of due diligence does a prudent franchisor engage in prior to executing an international franchise agreement?
- When and why do franchisors need to engage local counsel in international markets?
- What areas of the law other than franchise law need to be considered when a franchisor is entering an international market?
- What methods of international dispute resolution are available to franchisors? Are franchisor remedies impacted in international markets governed by civil codes?
- What are best practices in structuring international franchise agreements to ensure they are enforceable abroad?

Moderator:

Karen Boring Satterlee, CFE, Director, Franchise Licensing, Starbucks Coffee Company

Speakers:

Paul Jones, Principal, Jones & Co.

Frank Zaid, Senior Partner, Osler Hoskin & Harcourt, LLP

Chris Nowak, Group Vice President, International Division, Wyndham Hotels

State Response to the New FTC Franchise Rule: Ask the Regulators

This program provides an open forum with state and federal regulators who will answer the questions you always wanted to ask, including:

- State implementation of the New FTC Rule.
- Interpreting the New FTC Rule.
- Enforcement priorities.
- Registration and disclosure insight.
- Ways to speed up the registration process.

Moderator:

Lane Fisher, Partner, FisherZucker

Speakers:

Dale Cantone, Assistant Attorney General, Maryland Attorney General's Office, Division of Securities

Shelley Horn, Franchise Examiner, The Attorney General's Office, Springfield, Illinois

Joseph Punturo, Assistant Attorney General Office of the Attorney General, New York Bureau of Investor Protection

Henry Lew, Lead Attorney, Securities Regulation Division, California Department of Corporations

Gift Cards, Credit Cards and Promotions: Making a Consumer's Life Easier and a Franchisor's Job More Difficult

- What laws generally govern gift card/credit card programs?
- What laws govern fees, expiration dates and breakage?
- What can you do about lost cards, theft and fraud?
- What planning strategies will minimize your exposure?
- What do you do for an international gift card/credit card program?

Moderator:

Sonny Cohen, General Counsel, Popeye's

Speakers:

Scott Pink, DLA Piper US LLP

Diane Green-Kelly, Mayer Brown LLP

Enforcing the Duty to Comply with Immigration Laws and Regulations: the Franchisor's Perspective

The Basics of Immigration Law:

- Proving hiring status (I-9 and work visas)
- penalties to the employer for non-compliance

The Franchisor's response when a Franchisee breaks the law:

- Remedies (terminate, exclusion from marketing/discount programs, other remedies)
- What risks is a franchisor exposed to if it requires (or doesn't require) franchisee compliance with immigration laws?
- Should a franchisor try to educate franchisees on the law? If so, should training be mandatory or voluntary?
- What is the franchisor's duty to law-abiding franchisees if training is mandatory or if it is voluntary?

Moderator:

Andrew Bratzel, Vice President and Senior Counsel, ServiceMaster Clean

Speakers:

Bruce Davis, Pear, Sperling, Eggen and Daniels

Paul Fransway, Principal, Pear Sperling, Eggen and Daniels

Satisfy Your Hunger for System-Wide Food Safety Standards: Best Business Practices for Enforcing Compliance Through Employee Training

- Understanding the Regulatory Environment and Its Challenges.
- Verification of Compliance - What You Need to Know About the Certification Process.
- Ensuring All Employees are Trained on Sanitation and Food Safety Procedures.
- Training of Restaurant Level Employees - Franchised and Company-Owned.
- Making Sure that Field Service Representatives are Vigilant and Can Properly Monitor Compliance.
- How to Handle Food Service Violations.
- Contract Enforcement.

Moderator:

Troy Brethauer, Managing Counsel, McDonald's Corporation

Speakers:

Joe Devereaux, Director of Franchise Services, Domino's Pizza LLC

Guy T. Rallo, President, Safedining, Inc.

Compliance Pitfalls - The Biggest Traps for Lawyers Representing Franchisors Today (Ethics Course)

- The Rogue Employee: Upward Reporting.
- Multi-party Representation: Conflicts and Disclosure.
- Client Diligence: Who Owns This Thing?
- Intake: Engagement Do's & Don'ts.
- Disclosure Compliance & Delivery: Getting Involved in The Sales Process.

Moderator:

Joel Siegel, Partner, Bryan Cave, LLP

Speakers:

Jon W. Amberg, Partner, Bryan Cave, LLP
Tom Kissinger, General Counsel and Secretary, The Marcus Corporation

Business and Legal Issues in Franchise Sales, Transfers and Changes of Control

- The consent and approval process - what should your franchise agreement say?
- Issues with releases as a condition of transfer.
- Exercising a right of first refusal.
- Exercising discretion - refusing to consent and potential exposure to franchisor.
- Franchisor involvement in the transfer process - selecting the new franchisee and establishing purchase price.
- What if the franchisor believes the purchase price is too high?
- What to do if the transferring franchisee has failed to disclose full and accurate financial information to the buyer.
- Proactively using the transfer process to deal with non-compliant and financially distressed franchisees and related risks.
- Related disclosure issues.

Moderator:

Andraya Frith, Partner, Osler, Hoskin & Harcourt, LLP

Speakers:

Gaylen Knack, Partner, Gray Plant Mooty

Jennifer Magyar, Attorney/Transfers Manager, Subway

Basics Track: Franchise Agreement Drafting

- The strategic planning and information required to draft a Franchise Agreement for the Franchisor's business model.
- The "must" legal provisions in a Franchise Agreement and how these provisions address everyday franchising issues.
- Analyzing the empirical business and economic data relating to the Franchisor's business model and addressing the unique aspects of the Franchisor's business in the Franchise Agreement.
- Structuring a "fair" Franchise Agreement that addresses the needs of the Franchisor but does not hamper the Franchisee's ability to build value.
- Avoiding malpractice claims by carefully planning and developing the terms and conditions of the Franchise Agreement with the Franchisor and anticipating the business issues a growing and expanding Franchisor will face.

Moderator:

G. Thomas MacIntosh, Partner, Krass Monroe, P.A.

Speakers:

George W. Herz, II, Senior Vice President & General Counsel, Uno Restaurant Corporation

Michael J. Lockerby, Partner, Foley & Lardner LLP

5:30 pm - 7:00 pm
Reception

Tuesday, May 13

8:00 am - 4:00 pm
Registration

8:00 am - 8:30 am
Continental Breakfast

8:30 am - 10:00 am
General Session

Judicial Update:

An in-depth discussion of important cases impacting the franchising community. Expert speakers will cover relationship, compliance, dispute resolution, procedural, and other important issues. This is your chance to learn about the developments in the past year and what they mean to your practice and clients.

Speakers:

Robert Calihan, Partner, Nixon Peabody LLP
Kirk Reilly, Principal, Gray Plant Mooty

10:00 am - 10:15 am
Refreshment Break

10:15 am - 11:45 am
Seven Concurrent Sessions (Select One)

Expansion, Encroachment, Impact and Cannibalization—Growing the System While Keeping Karma in the Franchise Community

- What are the different forms of encroachment (territorial, alternative distribution, Internet, lack of cross-border restrictions)?
- How do you measure encroachment?
- What is the law regarding encroachment?
- How do companies deal with encroachment (contractually; implementation of encroachment policies)?
- How can you introduce change to a franchise system where there are contractual impediments?
- How do you involve franchisees in expansion issues?

Speakers:

Jim Rubinger, Partner, Plave Koch PLC
Lynette McKee, CFE, Vice President, Franchise and New Business Development, Dunkin' Brands

Strategies in International Expansion (Repeat from Earlier Session)

Moderator:

Leonard Polsky, Partner, Gowling Lafleur Henderson LLP

Speakers:

Carl Zwisler, Haynes and Boone, LLP
Ned Lyerly, Senior Vice President, Global Franchise Development, CKE Restaurants, Inc.

Advanced Issues in M&A (Repeat from Earlier Session)

Moderator:

Jeffrey Brimer, Partner, Snell & Wilmer

Speakers:

Joel Buckberg, Of Counsel, Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
Jack Santaniello, Partner, Shumaker, Loop & Kendrick, LLP

Sleep Tight: Managing Risk in the Lodging Industry

- Franchisors actions to minimize vicarious liability.
- Franchisee actions to minimize vicarious liability.
- Effect of encroachments/impact on vicarious liability.
- Vicarious liability exposures under Management Agreements.
- Vicarious liability exposures in construction and equipping hotels.
- Franchisor and Franchisee perspectives on vicarious liability.
- Hotel Guests' attitude toward vicarious liability, i.e., let's sue the deep pocket, the Franchisor!

Moderator:
Morton Aronson, Counsel, Kilpatrick Stockton, LLP

Speakers:
Eva Ferguson, Executive Director, Holiday Inn Franchisee Association
Marcus Banks, Wyndham Worldwide

Identifying, Managing and Resolving Troubled Franchise Relationships: Practical and Legal Approaches/Strategies

(Repeat from Earlier Session)

Moderator:
Jim Goniea, Vice President/General Counsel, AAMCO Transmissions, Inc.

Speakers:
Michael Einbinder, Partner, Einbinder & Dunn, LLP
Jeff Fillerup, Luce Forward Hamilton & Scripps

The 5 Most Frequently Filed Lawsuits Against Franchisors and How to Avoid Them

(Repeat from Earlier Session)

Moderator:
Michael Joblove, Partner, Genovese, Joblove & Battista

Speakers:
Heather Carson Perkins, Partner, Faegre & Benson LLP
W. Barry Blum, Law Office of W. Barry Blum

Basics Track: Complying with System-Wide Standards

- What are the components of an effective compliance program?
- How can failure to enforce system standards impact your franchise system?
- Can you treat franchisees differently in enforcing system standards?
- When do you cross the line in enforcing system standards and expose the franchisor to vicarious liability claims?
- What are the most effective ways to change system standards with a minimum of system disruption?

Moderator:
Kathie Lee, Vice President and Associate General Counsel, Starwood Hotels & Resorts Worldwide, Inc.

Speakers:
Tom Archer, Legal Director, Burger King Corporation
Jennifer Bippus, Snell & Wilmer LLP

**12:00 noon – 1:45 pm
Boxed Luncheon & Roundtables
(Roundtables will begin at 12:10 pm)**

Participate in informal discussions with experienced franchise council focused on the most pressing legal issues facing franchise systems today. Each attendee will walk away with practical solutions after sharing ideas with others at the table.



**1:45 pm- 2:00 pm
Refreshment Break**

**2:00 pm – 3:30 pm
Seven Concurrent Sessions (Select One)**

Business and Legal Issues in Franchise Sales, Transfers and Changes of Control

(Repeat from Earlier Session)

Moderator:
Andraya Frith, Partner, Osler, Hoskin & Harcourt, LLP

Speakers:
Gaylen Knack, Partner, Gray Plant Mooty
Jennifer Magyar, Attorney/Transfers Manager, Subway

Getting from Sold to Open: Issues Faced by Franchise Companies in "Onboarding" Franchisees

(Repeat from Earlier Session)

Moderator:
Brian Schnell, Partner, Faegre & Benson LLP

Speakers:
Troy Bader, Chief Development & Legal Officer, International Dairy Queen, Inc.
Steve Greenbaum, CFE, CEO, PostNet International Franchise Corporation, IFA Chairman of the Board

Compliance Pitfalls - The Biggest Traps for Lawyers Representing Franchisors Today (Ethics Course)

(Repeat from Earlier Session)

Moderator:
Joel Siegel, Partner, Bryan Cave, LLP

Speakers:
Jon W. Amberg, Partner, Bryan Cave, LLP
Tom Kissinger, General Counsel and Secretary, The Marcus Corporation

Three-Level Franchise Systems: Area Reps and Development Agents- Do They Make Sense for the Franchise Systems You Represent?

(Repeat from Earlier Session)

Moderator:
Will Woods, Partner, DLA Piper US LLP

Speakers:
Jacqueline Vlaming, Senior Vice President/General Counsel, Coverall Cleaning Concepts
John Dring, CFE, COO and Executive Vice President, Cartridge World

Crisis Management in Franchise Systems: How Franchisors Manage System-Threatening Events

(Repeat from Earlier Session)

Moderator:
Scott Toop, Vice President and Associate General Counsel, Yum! Brands

Speakers:
Don Becker, Managing Attorney, Insured Litigation, Yum! Brands
Brian Riendeau, Vice President, Public Relations, Yum! Brands
Bruce Tucker, President, Legal Management Services

Gift Cards, Credit Cards and Promotions: Making a Consumer's Life Easier and a Franchisor's Job More Difficult

(Repeat from Earlier Session)

Moderator:
Sonny Cohen, General Counsel, Popeye's

Speakers:
Scott Pink, DLA Piper US LLP
Diane Green-Kelly, Mayer Brown LLP

Basics Track: Frequently Arising Issues in Litigation

- Procedural and practical considerations to evaluate before initiating litigation.
- Litigation issues arising before franchise operations begin.
- Litigation issues arising during franchise operations.
- Litigation issues arising after expiration or termination of the Franchise Agreement.

Moderator:
Gregg Rubenstein, Associate, Nixon Peabody

Speakers:
Brian McElpatrick, Bush Ross, PA
Kathryn Thomas, Director & Legal Counsel, Dunkin' Brands, Inc.

**3:30 pm
Legal Symposium Adjournment**

41ST ANNUAL **LEGAL** SYMPOSIUM

May 11-13, 2008

Capital Hilton
Washington, DC

REGISTRATION FORM

Fee includes course instruction and materials, two continental breakfasts, two luncheons, two cocktail receptions and refreshment breaks. **Please complete one form per person. Pre-registration closes May 2. For registration after this date, visit our onsite Registration Desk beginning Sunday afternoon. Onsite registrations are subject to an additional \$50 fee.**

Full Name _____

Title _____ Nickname for Badge _____


Company _____

Address _____

City _____ State _____ Zip Code _____ Country _____

Telephone _____ Fax _____

Email _____

- Check here if you do not wish to receive emails and faxes on Symposium events and issues of interest.
- Check here to subscribe to the **IFA SmartBrief** - our free online franchising news service.
- Check here if you require special assistance to participate.  Please specify: _____

REGISTRATION FEES

Please mark the appropriate box to indicate your participation and fees.

Registration fees are per person.

- IFA Member (ordering course materials as the Two-Volume Book Set)
 - 1-3 registrants when registering together \$ 825 \$ _____
 - 4 or more registrants when registering together \$ 775 \$ _____
- IFA Member (ordering course materials as CD-ROM)
 - 1-3 registrants when registering together \$ 775 \$ _____
 - 4 or more registrants when registering together \$ 725 \$ _____
- Non-Member (ordering course materials as the Two-Volume Book Set) \$ 1,425 \$ _____
- Non-Member (ordering course materials as CD-ROM) \$ 1,375 \$ _____

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Hotel Information:

To make your hotel reservations, please contact the Capital Hilton directly at 1-800-HILTONS and indicate you are attending the IFA 2008 Legal Symposium to receive our negotiated group rate. The deadline for making reservations is April 19 (or when the IFA room block is filled.)

Cancellation Policy: Full refunds (minus a \$50 administration fee) will be granted for registrations cancelled at least 14 days in advance of the Symposium. A 50% refund (minus a \$50 administration fee) will be provided for registrations cancelled 7-14 days in advance. No refunds will be permitted for cancellations less than 7 days in advance or for "no shows." All requests for refunds must be made in writing. Substitutions are permitted at any time.

COMPLETE AND RETURN WITH PAYMENTS TO:



IFA's 41st Annual Legal Symposium

1501 K Street, NW, Suite 350
Washington, DC 20005
Telephone: 202/628-8000 Fax: 202/628-0812
www.franchise.org

41ST ANNUAL **LEGAL** SYMPOSIUM

WHO SHOULD ATTEND?

IFA's 41st Annual Legal Symposium was designed by a task force of your peers in the field of franchise law with a particular emphasis on how legal and regulatory issues affect the everyday business operations of the franchise system. Working with a task force to develop our program helps us ensure we are featuring the most relevant topics of the day as seen by franchise law and business professionals. Our Symposium is a "must attend" event for:

- All attorneys interested in franchise law
- House counsels
- Paralegals
- Franchise administrators
- Franchise company CEOs
- Franchise company development and sales executives
- Franchise company legal and compliance officers
- Franchisees interested in learning more about the legal and business aspects of franchising
- All others concerned with franchising's legal, regulatory and business issues

SCHEDULE

Our Registration Desk will open for early registration on Sunday, May 11 from 3:30 pm – 7:00 pm. Registration re-opens at 8:00 am on Monday, May 12. The conference program will start promptly at 8:30 am and run until 7:00 pm. Registration is open on Tuesday, May 13 from 8:00 am – 4:00 pm and the conference program runs from 8:30 am – 3:30 pm.

SYMPOSIUM PRE-REGISTRATION

Pre-registration for the Legal Symposium closes on May 2. If you are not able to meet this deadline, please register at our onsite Registration Desk during official Registration hours. Onsite registrations will be subject to an additional \$50 fee.

To register for all programs and events described in this brochure, please submit your completed registration form and payment to IFA's 41st Annual Legal Symposium, 1501 K Street, NW, Suite 350, Washington, DC 20005. Tel: 202/628-8000. Fax: 202/628-0812.



IBA/IFA JOINT CONFERENCE

Want to learn more about the current issues facing the international franchise law community? Extend your stay in Washington to participate in the IBA/IFA Annual Joint Conference, May 13-14, at the Capital Hilton. Partnering with the International Bar Association's Franchising Committee each year ensures we offer a comprehensive program focused on the latest international franchise law issues. Interactive sessions include a "News From Around the World" update during which expert international franchise law professionals provide a roundup of developments in franchising from some of the hottest jurisdictions around the world. For more program and registration information, visit www.franchise.org.

CLE CREDITS

Your attendance at IFA's Legal Symposium qualifies you for Continuing Legal Education Credits (CLEs) in most states. Details on how to earn credits will be available onsite at the Registration Desk.



ICFE CREDITS

You will earn 300 Core/Elective Credits toward the completion of the Certified Franchise Executive (CFE) accreditation by attending the IFA's Annual Legal Symposium.

BASICS TRACK

Our Basics Track is designed to provide those who are new to franchising or those simply in need of a refresher course a solid foundation in the principles of franchise law. Offered in succession over the course of Monday and Tuesday, sessions in the Basics Track include the following topics:

- Registration: Understanding the State Franchise Registration Framework and How the Amended FTC Rule Will Impact It
- Disclosure (Under the Revised FTC Franchise Rule and State Franchise Disclosure Laws)
- Franchise Agreement Drafting
- Complying With System-Wide Standards
- Frequently Arising Issues in Litigation

Please refer to the program schedule for further details about each session (the titles appear in blue).

WHAT DOES YOUR REGISTRATION FEE INCLUDE?

- Attendance at all educational sessions
- Welcome Reception on Sunday, May 11
- Breakfast on Monday, May 12 and Tuesday, May 13
- Refreshment Breaks on Monday, May 12 and Tuesday, May 13
- Lunch on Monday, May 12 and Tuesday, May 13
- Networking Reception on Monday, May 12
- Symposium course materials in a two-volume book set are distributed onsite at our Registration Desk. We are offering a \$50 discount on registration fees to attendees who would like to receive our course materials in a CD-ROM format in lieu of the book set. The CD-ROM will be mailed in advance to attendees whose registration is received by May 2. If your registration is not received by this deadline, the CD-ROM will be distributed onsite at our Registration Desk. Please indicate which format you would like to receive on your Symposium registration form before submitting it to the IFA.

HOTEL INFORMATION

To make your hotel reservations, please contact the Capital Hilton directly at **1-800-HILTONS** and indicate you are attending the IFA 2008 Legal Symposium to receive our negotiated group rate. A credit card will be required to hold the reservation at the time it is made. We have negotiated a Tier 1 group rate of \$253 single occupancy or \$273 double occupancy. (Tower rooms in Tier 1 are also available at a rate of \$288 single occupancy or \$308 double occupancy). Once our Tier 1 rooms are sold out, rooms at our Tier 2 rate will be offered at rate of \$299 per single occupancy or \$319 double occupancy. (Tower rooms in Tier 2 are also available at a rate of \$334 single occupancy or \$354 double occupancy). **The deadline for making reservations is April 19 (or when the IFA room block is filled.) Of course, the sooner you make your reservation, the more likely you will be able to secure a room at our lower Tier 1 rate.** Once both Tiers are sold out, reservations will be accepted on a space and rate availability basis. The Capital Hilton is located in downtown Washington at 16th & K Streets, NW. For more information about the Capital Hilton visit www.hilton.com.

