

The INTERNATIONAL FRANCHISE ASSOCIATION
Presents

40th Annual | LEGAL | Symposium



WHERE LEGAL MINDS AND BUSINESS MINDS COME TOGETHER.



May 6-8, 2007

Capital Hilton
Washington, DC



For more information, visit www.franchise.org
or call the Conferences Department at 202/628-8000.

40th Annual | LEGAL | Symposium

Dear Franchise Professionals:

In preparation for its 40th Anniversary, IFA assembled a task force of franchise legal experts comprised equally of in-house and outside counsel to completely overhaul the Annual Legal Symposium program. Listening to what participants really want, a program has been designed to discuss the law in the context of solving real world business issues. By understanding how legal and regulatory issues affect franchise executives' decision-making, this year's Legal Symposium is easily distinguished from other purely legal programs.



In 2007, 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 private equity transaction case study called "Getting the Deal Done." We recognize that private equity is becoming more and more the norm in ensuring the continued longevity and success of the franchise system. Join us Monday morning for a close-up into a recent private equity deal between The Dwyer Group and The Riverside Company. Executives from both parties will take the stage to walk you through the transaction, revealing both the legal and business challenges that were considered and ultimately overcome. Next, during our Monday lunch, legal experts and high-level regulators, including FTC Franchise Program Coordinator, Steve Toporoff, will be on tap to discuss the release of the long-anticipated FTC Franchise Rule. Lunch will be immediately followed by an interactive question and answer session with the very same regulators and others - this is

something you can't afford to miss. On Tuesday morning, we offer 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.

Our Basics Track makes a return appearance for those who are new to franchising and those in need of a refresher course. Particularly valuable for franchise administrators and paralegals, the Basics Track is a traditional 101 course that provides attendees with the nuts and bolts of franchise law. Seasoned professionals will find that our other sessions are geared toward focusing on the complexities of specific franchise law and business topics - our speakers will provide advanced information that you won't find anywhere else.

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 receive an overhaul - in-depth examinations are the order of the day 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, 2007 IFA Legal Symposium
Task Force
Partner, FisherZucker LLC

Schedule of Events

Sunday, May 6

| | |
|-------------------|---------------------------------------|
| 3:30 pm – 6:30 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 (by invitation only) |

Monday, May 7

| | |
|---------------------|--|
| 8:00 am – 6:00 pm | Registration |
| 8:00 am – 8:30 am | Continental Breakfast |
| 8:30 am – 10:00 am | Welcome & General Session |
| 10:00 am – 10:15 am | Refreshment Break |
| 10:15 am – 11:45 am | Eight Concurrent Sessions – Select One |

The Devil is in the Details: Critical Issues in Establishing and Operating Franchisor-Assisted Resale Programs

- Learn the key elements and best practices found in a successful franchisor-assisted resale program.
- When do states require broker licensure before a franchisor can engage in a franchise resale program?
- What legal and disclosure issues must be addressed by franchisors engaged in assisting in franchise resales?
- What compensation models work best to facilitate a successful resale program?
- The reluctant seller: Strategies for working with franchisees who don't want to leave the system - but need to.

Moderator:

Kevin Hein, Partner, Snell & Wilmer, Denver, CO

Speakers:

Jeff Koltan, President, Franchise Market Ventures, LLC, New York, NY
Victoria Blackwell, Vice President – Legal, Papa Murphy's International, Inc., Vancouver, WA

Preventing Supply Chain Disputes: Best Disclosure and Contract Practices

- Proper disclosure of supply chain information in a franchisor's disclosure document.
- Handcuffed by old disclosures? Franchisor tactics to disclose changes to its supply chain.
- Key supply chain-related provisions to include in franchise agreements.
- Choosing the right supply chain model: advantages and disadvantages of designating specific sources of supply.
- Supply chain contracts: common hurdles franchisors face in negotiating with suppliers and how best to deal with them to protect the franchisor and the franchise system.
- Managing relationships across the supply chain: Monitoring system satisfaction, maintaining system standards, and implementing contingency and crisis management plans.

Moderator:

Max Schott, Partner, Gray Plant Mooty, Minneapolis, MN

Speakers:

Stéphane Teasdale, Partner & Chair, Franchise Law Group, Miller Thomson Pouliot, LLP, Montreal, Canada
Rena Miller, Assistant General Counsel, Mrs. Fields Famous Brands, Salt Lake City, UT

Consumer Actions Against Franchise Systems: Defenses and Consequences

- Is the action being brought by an individual or a well-organized group?
- What is the role of the franchisee and franchisor in these actions.
- Does the action affect a system standard? If so, is the standard a fundamental element of the franchise system?
- How to approach these challenges.
- Social psychology of consumer actions.

Moderator:

Frederick McClure, Partner, DLA Piper US LLP, Tampa, FL

Speakers:

Hal Merck, Managing Counsel, Litigation Practice Group, McDonald's Corporation, Oak Brook, IL
Roger Schmidt, General Counsel, Curves International, Inc., Waco, TX

Defending Against Guerilla Cyber-Assaults: Protecting Your Brand on the Internet

- What steps can you take to prevent people from registering and using domain names that include your brand or are confusingly similar to your brand?
- How can metatags, key word searches and sponsored links help or harm your brand?
- Is your brand at risk from mirror sites, redirects, and cloaked URLs?
- When is third-party use of your brand in cyberspace "fair use"?
- In what ways can you utilize federal trademark laws to protect your brand from unfair competition, tarnishment, dilution or disparagement of your brand on the Internet?
- How can you effectively monitor for potential cyber-assaults on your brand?

Moderator:

Jennifer Elgin, Of Counsel, Wiley Rein LLP, Washington, DC

Speakers:

Victor Buonocore, Product Manager for Brand & Fraud Protection, VeriSign
Stephen Selznick, Cassels Brock & Blackwell LLP, Toronto, Ontario, Canada

Executing Enforceable International Franchise Agreements: Problems and Pitfalls, and How to Avoid Them

- What questions should you ask before proceeding?
- What structuring issues may arise?
- How far will a choice of governing law protect you?
- How should civil law countries be approached?
- How do foreign legal systems affect enforcement?

Moderator:

Mark Forseth, Vice President & Assistant General Counsel, Marriott Corporation, Bethesda, MD

Speakers:

Penny Ward, Baker McKenzie, Sydney, Australia
Pablo Hooper, Partner, Gonzalez Calvillo, S.C., Mexico City, Mexico
John Pratt, Partner, Hamilton Pratt, Birmingham, England

Turning Defiant Franchisees Into Compliant Franchisees

- What is the nature of the dispute with your Franchisee(s)?
- Using diplomatic channels to bring about compliance, including use of an Ombudsman.
- Enlisting the support of your complaint franchisees.
- ADR/Litigation as a last resort?

Moderator:

John C. Koski, Partner, Sonnenschein Nath & Rosenthal, Chicago, IL

Speakers:

John Kujawa, Vice President - Franchising, McDonald's Corporation, Oak Brook, IL
Richard T. Krubeck, Snap-On Incorporated, Kenosha, WI

Broker Liability: Minimizing the Business and Legal Risks Associated With Brokers and Other Third Parties

- What is a Broker Under the Law?
- Negotiating the Broker Contract.
- Disclosure issues - now and under the new FTC Rule.
- State Filing Requirements.
- Managing Broker Liability.

Moderator:

Joel Siegel, Partner, Bryan Cave, LLP, Los Angeles, CA

Speakers:

Donna Christopherson, Senior Franchise Counsel, The Dwyer Group, Waco, TX
Marc Kiekenapp, Managing Partner, KRA Franchise Outsource, Scottsdale, AZ

(Continued)

Basics Track: Disclosure and Registration Issues

- A brief history of the disclosure obligation.
- Gathering information from the client and client due diligence (to protect the lawyer and client).
- Putting together the Basic Document — disclosing what is required (what about non required but material information?)
- Best Practices for UFOC Disclosure and Registration.
- How registration requirements vary by state and why (the statutory and bureaucratic reasons).
- Typical disclosure issues raised by examiners and how to address them in advance to reduce time and expense.
- Dealing with real life disclosure scenarios and updating procedures — a practical approach.
- A brief survey of penalties for non compliance.

Moderator:

Stuart Hershman, Partner, DLA Piper US LLP, Chicago, IL

Speakers:

Vivian Opelt, Managing Corporate Counsel, Wendy's International, Dublin, OH
Kim Lambert, General Counsel, California Closet Company, Inc., San Rafael, CA

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

IFA Government Relations Update

Speaker:

David French, Vice President, Government Relations, IFA, Washington, DC

The Newly Amended FTC Franchise Rule

- Ten years of work at the FTC to craft the new Franchise Rule. Was it worth the wait?
- The new rule makes many substantial changes to disclosures. What are the pluses and minuses of the changes?
- How will states respond? Is the new Rule a floor or a ceiling?
- Enforcement at the FTC has moved toward self-regulatory programs. Will the new rule make any difference in the state or federal approaches to enforcement? Does the new FTC rule make any difference to private litigation?
- What are the challenges ahead for practitioners under the new rule?

Moderator:

David French, Vice President, Government Relations, IFA, Washington, DC

Speakers:

Steve Toporoff, Franchise Program Coordinator, Federal Trade Commission, Bureau of Consumer Protection, Washington, DC

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

Rupert Barkoff, Partner, Kilpatrick Stockton, LLP, Atlanta, GA

Joel Buckberg, Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Nashville, TN



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

Ask the Regulators: A Q&A Session

- An open forum with state and federal franchise regulators.
- Key legal interpretations.
- Changes to the FTC Franchise Rule.
- Enforcement positions and priorities.
- Registration and disclosure insight.

Moderator:

Joyce Mazero, Partner, Haynes and Boone LLP, Dallas, TX

Speakers:

Steve Toporoff, Franchise Program Coordinator, Federal Trade Commission, Bureau of Consumer Protection, Washington, DC

Bob Tingle, Franchise Bureau Chief, The Attorney General's Office, Springfield, IL

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

David Kaufmann, Partner, Kaufmann, Feiner, Yamin, Gildin & Robbins, New York, NY

Privacy and Data Security – How What You Don't Know Can Hurt You (A Lot)

- How much should a franchisor dictate about privacy and data security?
- Franchisor privacy policies – what should be included?
- Franchisee privacy policies – should a franchisor dictate the policy and what should be included?
- Enforcement of data privacy standards – practical considerations.
- Consequences of franchisee non-compliance for franchisee and franchisor.

Moderator:

Karin Simonson, Carlson Hotels Worldwide, Minneapolis, MN

Speakers:

Kate Boschee, Faegre & Benson, Minneapolis, MN

Tom Epstein, CFE, CEO, Franchise Payment Network, Orlando, FL

Alternatives to Single Unit Franchising

- When is a franchisor ready to look beyond the traditional single unit franchise model?
- What are the kinds of commonly used alternatives to single unit franchising?
- What are the risks and rewards of joint ventures and management contracts?
- A discussion of the common forms of multi-unit development models, including master franchising, area development and area representative arrangements.
- Franchise law compliance issues that arise from pursuing these alternative growth strategies, both domestically and in international markets.

Moderator:

Marisa Faunce, Partner, Wiley Rein LLP, Washington, DC

Speakers:

Ryan Whitfill, Haynes and Boone, LLP, Dallas, TX

Craig Prusher, Vice President/Assistant General Counsel, Burger King Corporation, Miami, FL

Benchmarking Performance & Sharing Best Practices Within and Across Multiple Brands

- Data Collection—Identifying the key metrics which drive success and collecting data through common reporting systems.
- Data Use and Reporting—Benchmarking, Earnings Claims, Budgets, Performance Reviews, Measuring Customer Satisfaction.
- Data analysis, presentation and sharing within the brand - presenting sales, expense and other economic ratios for corporate vs. franchisee units.
- Sharing information within the brand.
- Sharing information across multiple brands - establishing flexible guidelines and overcoming challenges, sharing industry research and proprietary data across brands, cross brand councils or brand subcommittees.

Moderator:

Todd Leff, President, AAMCO Transmissions, Inc./Cottman Transmission Systems, LLC, Horsham, PA

Speakers:

Scott Toop, Vice President and Associate General Counsel, Yum! Brands, Inc., Louisville, KY

Charlie Chase, President, CertaPro Painters, Oaks, PA

Current Ethical Issues in Arbitration and Mediation

In this workshop we will explore current ethical issues for parties, advocates, mediators and arbitrators, including:

- In mediation, is there an obligation to negotiate "in good faith" and what are the implications of not negotiating "in good faith?"
- Should a mediator "help" a party or lawyer who is at a disadvantage due to a lack of knowledge?
- Unauthorized practice of law issues in mediation and arbitration for outside and in-house advocates.
- Candor to the tribunal – yet another difference between mediation and arbitration?
- The same old familiar faces – what ethical issues arise where the same lawyers represent franchisor and franchisee in repeated disputes within a franchise system?

Moderator:

Arthur Pressman, Partner, Nixon Peabody, Boston, MA

Speakers:

Bradley Block, Managing Counsel, McDonald's Corporation, Oak Brook, IL

Cathy Cronin Harris, Senior Consultant, International Institute for Conflict Prevention & Resolution (CPR Institute), New York, NY



4:00 pm – 5:30 pm Eight Concurrent Sessions – Select One

Beyond Gross Sales: Creative Approaches to Financial Performance Representations (aka Earnings Claims)

- What are the most effective formats from a sales perspective to present an earnings claim and what are the pros and cons of these formats?
- How to assess the raw financial data and present the franchisor with creative options for an Item 19 earnings claim.
- What does it take to establish a reasonable basis for your earnings claim?
- What are the risks in providing an earnings claim and what can you do to lessen those risks?
- Once you have an earnings claim, how can you effectively and legally use it in the sales process?
- Do's and don'ts of supplemental earnings claims.
- Changes under the FTC Rule.

Moderator:

Darrell Johnson, President & CEO, FRANdata Corporation, Arlington, VA

Speakers:

Kay Ainsley, CFE, Managing Director, Michael H. Seid & Associates, Kennesaw, GA

F. Joseph Dunn, Partner, FisherZucker LLC, Philadelphia, PA

Turning the Ship Around: Managing Franchise Relationships to Address Franchisee Unrest

- The importance of a healthy franchisor/franchisee relationship.
- How may your company's culture and individual attitudes and personalities affect (for better or worse) franchisee relationships?
- What distinguishes a common franchisee complaint from system-wide unrest?
- What is the role of in-house or outside counsel when addressing franchisee relationship issues?
- What are the tools used by successful franchisors to ensure good communication to the system, promote trust within the franchisee community and increase franchisee input and involvement?
- How can you use franchisee advisory councils and/or associations to help address franchisee unrest?
- When is it time to use default and termination as a means to address franchisee issues?

Moderator:

Rochelle B. Spandorf, Partner, Sonnenschein Nath & Rosenthal, LLC, Los Angeles, CA

Speakers:

Steve Nelson, Chairman, President & CEO, Unishippers, Inc., Salt Lake City, UT

David Holmes, Partner, Holmes & Lofstrom, LLP, San Luis Obispo, CA

Steve Siegel, Managing Partner, Brookside Consulting, Thornton, NH

Exit Strategies for Franchisors

- When should a franchisor plan its exit?
- What are the reasons why a franchisor will want to exit its system?
- What are the best exit strategies that will provide the franchisor with the greatest return for its principals, and cause the least disruption to the existing franchise system?
- When should the franchisor tell its franchisees of a pending change of control?
- Who are possible suitors for a franchise system and what advantages or disadvantages do they contribute to a franchisor's exit strategy?
- How does debt enter into the exit strategy equation?

Moderator:

Ted Pearce, Vice President/General Counsel, Meineke Car Care Centers, Charlotte, NC

Speakers:

Claudia Levitas, Senior Vice President & General Counsel, Huddle House, Inc., Atlanta, GA

Kevin Stichter, Partner, Kennedy Covington, Charlotte, NC

(Continued)

Developing and Using Franchise Associations and FACs

- What value do Franchisee Associations and FACs add and how are they different?
- What is involved in starting up a Franchisee Association or FAC?
- Getting the most out of your FAC.
- A franchisor's practical guide to dealing with a Franchisee Association.

Moderator:

Will Jameson, Vice President and General Counsel, Cottman Transmission Systems, LLC, Horsham, PA

Speakers:

Rich Kolman, Senior Franchise Counsel, The UPS Store, San Diego, CA
Harris Chernow, Chernow Katz LLC, Horsham, PA

Fixing Things Manually: Updating and Modernizing Franchise Systems Through the Operations Manual

- Under what circumstances is it appropriate for a franchisor to undertake system-wide modernization by implementing new policies in the operations manual and how successful are those efforts?
- What kinds of updates do franchisors typically require through revision of the operations manual?
- Are there limits on the types of obligations a franchisor can impose?
- What happens when there are conflicts (real or alleged) between what the manual requires and what the franchise agreement says?
- What issues arise if franchisees are reluctant to adopt the new standards the franchisor has implemented to affect system modernization?
- If policies in the manual are binding on the franchisees, to what extent is the franchisor obligated to comply with and to enforce those policies?
- How can a franchisor best notify its franchisees of manual revisions that implement system-wide modernization?

Moderator:

Brian Cole, Bryan Cave, LLP, Los Angeles, CA

Speakers:

Kenneth E. Treat, CFE, Senior Vice President, H&R Block, Inc., Kansas City, MO

Dara Solan, Attorney, Subway World Headquarters, Milford, CT

Basics Track: Franchise Agreement Drafting

- The initial client meeting - understanding your client's goals and expectations.
- Drafting with your client's business objectives in mind.
- Providing maximum protection to your client and the franchise system while creating an agreement that your client can sell.
- Primary areas of exposure to a franchisor and how a properly drafted franchise agreement can reduce the risks.

Moderator:

Andrew Friedman, Vice President & General Counsel, Maggie Moo's International, Columbia, MD

Speakers:

Jenni Wisniewski, Partner, Snell & Wilmer, Denver, CO

Robyn Fuller, Vice President & Assistant General Counsel, LQ Management LLC (La Quinta Corporation), Irving, TX

3:45 pm – 4:00 pm

Refreshment Break



Playing the Games by the Rules: Contests, Sweepstakes, Gift Cards and Customer Loyalty Programs

- Overview of lottery, sweepstakes, skill contest and prize promotional law.
- How to structure a legal promotion.
- Registration and bonding requirements.
- Recent trends and developments.

Moderator:

David Mayberry, Partner, Kilpatrick Stockton, Washington, DC

Speakers:

Cathy Tang Jaegers, Senior Counsel, Pizza Hut/YUM! Brands, Inc., Dallas, TX
Franklin Moore, VP, Associate General Counsel, InterContinental Hotels Group, Atlanta, GA

Managing Conflicts of Interest in Dual Company/Franchise Systems

You operate company units while simultaneously functioning as franchisor for franchised units. How do you avoid liability arising from an inherent conflict of interest?

- Franchise sales and disclosure issues – can you use your very best Company units as showcases to sell your franchise?
- Encroachment and double standards - what conflicts of interest arise in the context of developing new company units while approving or disapproving new franchise units?
- What issues arise in marketing and advertising; and how does the prudent franchisor avoid actual conflicts and the appearance of conflicts of interest?
- What issues arise from employment practices and what policies and procedures should be instituted to avoid conflicts of interest?
- Operational standards – what are the risks when a franchisor doesn't comply with the standards it enforces against its franchisees?

Moderator:

Robert K. Sawyer, Jr., VP and General Counsel, Friendly's Restaurants Franchise, Inc., Friendly Ice Cream Corporation, Wilbraham, MA

Speakers:

Kenneth S. Kaplan, General Counsel, Fantastic Sams International, Beverly, MA
Shelley Weatherbie, Partner, Williams Mullen, McLean, VA

Protecting the Franchise System with Restrictive Covenants Against Competition

- Handling security interests, leasehold issues, and other post-termination business problems.
- Typical violations of the covenant.
- Pre-litigation approaches to violations of the covenant.
- Educating the judge and prevailing in court.
- Evidentiary considerations and common defenses.
- Creating a "model" post-term covenant to maximize the protection of the franchisor.

Moderator:

Arthur Anastos, Managing Counsel, Dunkin' Brands, Inc., Canton, MA

Speakers:

Eric Yaffe, Partner, Gray Plant Mooty, Washington, DC
William Killion, Partner, Faegre & Benson, Minneapolis, MN

Franchise Growth Models

- Clarifying the confusion around terminology for area development, area representation, sub-franchisor, master franchising, and hybrid models.
- Understanding the differences from both business and legal perspectives.
- Pros and cons of various expansion methods.
- Practical tips on successful use of different models.

Moderator:

Stan Berenbaum, President, American Leak Detection, Palm Springs, CA

Speakers:

Edith Wiseman, Vice President, FRANdata, Arlington, VA
Neal Hollingsworth, Director of Franchise Sales, Taco Del Mar, Seattle, WA

Basics Track: Intellectual Property and the Franchise System

- Trademarks: what are they, how do you get them, and how do you protect them?
- Copyrights: what are they, how do you get them and how do you protect them?
- The Internet: understanding its impact on intellectual property and steering clear of common pitfalls.
- Trade Secrets: what are they and how to spot the important issues?
- Patents: what are they and how to spot the key issues?

Speakers:

Jason Kravitz, Nixon Peabody LLP, Boston, MA
Frank Duffin, Wiggins & Dana, New Haven, CT

Tuesday, May 8

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 of the past year and what they mean to your practice and clients.

Speakers:

Brian Schnell, Partner, Faegre & Benson, Minneapolis, MN
Fredric Cohen, Partner, DLA Piper US LLP, Chicago, IL

10:00 am – 10:15 am Refreshment Break

10:15 am – 11:45 am Seven Concurrent Sessions – Select One

Current Ethical Issues in Arbitration and Mediation

(Repeat from Earlier Session)

Moderator:

Arthur Pressman, Partner, Nixon Peabody, Boston, MA

Speakers:

Bradley Block, Managing Counsel, McDonald's Corporation, Oak Brook, IL
Cathy Cronin Harris, Senior Consultant, International Institute for Conflict Prevention & Resolution (CPR Institute), New York, NY

Structuring Franchises in China, An Overview: What to Know Before You Go

- Franchise laws and regulations in China: an evolving landscape.
- Trends and key issues that affect your business structure decisions.
- Managing the money: royalty payments and fees, currency risks and foreign exchange issues.
- Supply chain challenges.
- Tangible ways to protect your intangible intellectual property assets.
- Dispute resolution options and processes in the PRC.
- Advising your business team: a practical checklist of issues and answers.

Moderator:

Debra Abate, Vice President & General Counsel, The UPS Store, San Deigo, CA

Speakers:

Richard Wageman, Lehman, Lee & Xu, Beijing, China
Eric Newman, Executive Vice President & General Counsel, Bojangles' Restaurants, Charlotte, NC

Broker Liability: Minimizing the Business and Legal Risks Associated With Brokers and Other Third Parties

(Repeat from Earlier Session)

Moderator:

Joel Siegel, Partner, Bryan Cave, LLP, Los Angeles, CA

Speakers:

Donna Christopherson, Senior Franchise Counsel, The Dwyer Group, Waco, TX
Marc Kiekenapp, Managing Partner, KRA Franchise Outsource, Scottsdale, AZ

Turning the Ship Around: Managing Franchise Relationships to Address Franchisee Unrest

(Repeat from Earlier Session)

Moderator:

Rochelle B. Spandorf, Partner, Sonnenschein Nath & Rosenthal, LLC, Los Angeles, CA

Speakers:

Steve Nelson, Chairman, President & CEO, Unishippers, Inc., Salt Lake City, UT
David Holmes, Partner, Holmes & Lofstrom, LLP, San Luis Obispo, CA
Steve Siegel, Managing Partner, Brookside Consulting, Thornton, NH

5:30 pm – 7:00 pm Reception

Employment and Immigration Law: The Essentials for Franchisors and Their Legal Counsel

- Managing the risk of joint employer status for franchisees' employees.
- Potential for wrongful termination, discrimination, harassment and other claims.
- Fundamentals of immigration law.
- Visa requirements and opportunities.
- Effect of franchisor policies, franchisee counseling and franchise agreement.

Moderator:

Steve Brigandi, Corporate Counsel, Jack in the Box, and Former President, National Council of Chain Restaurants, San Diego, CA

Speakers:

Bo Cooper, Paul, Hastings, Janofsky & Walker LLP, Washington, DC
Bhavana Boggs, Vice President and Senior Counsel, Marriott International, Inc., Washington, DC

Michael Seid, CFE, Managing Director, Michael H. Seid & Associates, West Hartford, CT

The Devil is in the Details: Critical Issues in Establishing and Operating Franchisor-Assisted Resale Programs

(Repeat from Earlier Session)

Moderator:

Kevin Hein, Partner, Snell & Wilmer, Denver, CO

Speakers:

Jeff Koltan, President, Franchise Market Ventures, LLC, New York, NY
Victoria Blackwell, Vice President - Legal, Papa Murphy's International, Inc., Vancouver, WA

Basics Track: Complying With System Wide Standards

- What are system standards?
- What gives a franchisor authority to impose system standards?
- How are system standards changed?
- Methods for monitoring compliance with system standards.
- Methods of enforcing system standards.
- Importance of enforcing system standards.

Moderator:

Kathryn Rookes, Vice President, Legal, FOCUS Brands, Inc., Atlanta, GA

Speakers:

Leslie Pujo, Assistant General Counsel, Choice Hotels International, Inc., Silver Spring, MD

Joe Schumacher, Partner, Wiggin & Dana LLP, Conshohocken, PA

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

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

2:00 pm - 3:30 pm **Seven Concurrent Sessions - Select One**

Playing the Games by the Rules: Contests, Sweepstakes, Gift Cards and Customer Loyalty Programs

(Repeat from Earlier Session)

Moderator:

David Mayberry, Partner, Kilpatrick Stockton, Washington, DC

Speakers:

Cathy Tang Jaegers, Senior Counsel, Pizza Hut/YUM! Brands, Inc., Dallas, TX
Franklin Moore, VP, Associate General Counsel, InterContinental Hotels Group, Atlanta, GA

Fixing Things Manually: Updating and Modernizing Franchise Systems Through the Operations Manual

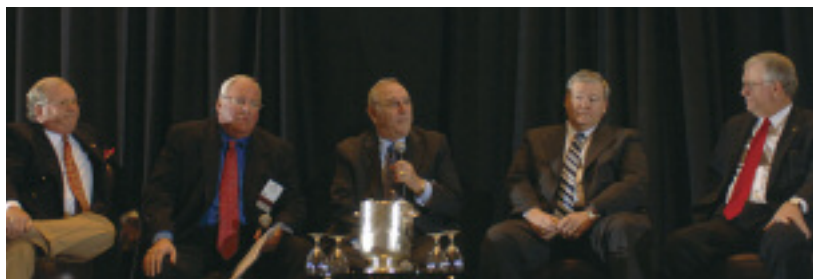
(Repeat from Earlier Session)

Moderator:

Brian Cole, Bryan Cave, LLP, Los Angeles, CA

Speakers:

Kenneth E. Treat, CFE, Senior Vice President, H&R Block, Inc., Kansas City, MO
Dara Solan, Attorney, Subway World Headquarters, Milford, CT



Turning Defiant Franchisees Into Compliant Franchisees

(Repeat from Earlier Session)

Moderator:

John C. Koski, Partner, Sonnenschein Nath & Rosenthal, Chicago, IL

Speakers:

John Kujawa, Vice President - Franchising, McDonald's Corporation, Oak Brook, IL

Richard T. Krubeck, Snap-On Incorporated, Kenosha, WI

Beyond Gross Sales: Creative Approaches to Financial Performance Representations (aka Earnings Claims)

(Repeat from Earlier Session)

Moderator:

Darrell Johnson, President & CEO, FRANData Corporation, Arlington, VA

Speakers:

Kay Ainsley, CFE, Managing Director, Michael H. Seid & Associates, Kennesaw, GA

F. Joseph Dunn, Partner, FisherZucker LLC, Philadelphia, PA

Protecting the Franchise System with Restrictive Covenants Against Competition

(Repeat from Earlier Session)

Moderator:

Arthur Anastos, Managing Counsel, Dunkin' Brands, Inc., Canton, MA

Speakers:

Eric Yaffe, Partner, Gray Plant Mooty, Washington, DC

William Killion, Partner, Faegre & Benson, Minneapolis, MN

Defending Against Guerilla Cyber-Assaults: Protecting Your Brand on the Internet

(Repeat from Earlier Session)

Moderator:

Jennifer Elgin, Of Counsel, Wiley Rein LLP, Washington, DC

Speakers:

Victor Buonocore, Product Manager for Brand & Fraud Protection, VeriSign, Dulles, VA

Stephen Selznick, Cassels Brock & Blackwell LLP, Toronto, Ontario, Canada

Basics Track: Frequently Arising Issues in Litigation

- Statutory and contractual considerations when franchisors contemplate default and termination of franchisees.
- Practical business considerations when franchisors contemplate default/termination vs. simply filing suit.
- Causes of action franchisors typically assert where franchisees do not comply with the franchise agreement.
- Frequently arising procedural issues in franchisor enforcement actions.
- Practical business considerations of the franchisor in deciding whether to sue the franchisee.
- Frequently asserted claims by franchisees against franchisors.
- Frequently arising procedural issues in franchisee actions.
- Practical business considerations of the franchisee in deciding whether to sue the franchisor.

Moderator:

Thomas Archer, Legal Director, Burger King Corporation, Miami, FL

Speakers:

Nina Greene Kersh, Partner, Genovese Joblove & Battista, P.A., Miami, FL
Dennis Leone, Shankman, Leone & Westerman, Tampa, FL

3:30 pm **Legal Symposium Adjournment**

40th Annual | LEGAL | Symposium



WHERE LEGAL MINDS AND BUSINESS MINDS COME TOGETHER.

WHO SHOULD ATTEND?

IFA's 40th 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

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:

- Disclosure and Registration Issues
- Franchise Agreement Drafting
- Intellectual Property and the Franchise System
- Complying With System-Wide Standards
- Frequently Arising Issues in Litigation

Please refer to the program schedule for further details about each session.

SCHEDULE

Our Registration Desk will open for early registration on Sunday, May 6 from 3:30 pm – 6:30 pm. Registration re-opens at 8:00 am on Monday, May 7. The conference program will start promptly at 8:30 am and run until 7:00 pm. Registration is open on Tuesday, May 8 from 8:00 am – 4:00 pm and the conference program runs from 8:30 am – 3:30 pm.

WHAT DOES YOUR REGISTRATION FEE INCLUDE?

- Attendance at all educational sessions
- Welcome Reception on Sunday, May 6
- Breakfast on Monday, May 7 and Tuesday, May 8
- Refreshment Breaks on Monday, May 7 and Tuesday, May 8
- Lunch on Monday, May 7 and Tuesday, May 8
- Networking Reception on Monday, May 7
- Symposium course materials in a two-volume book set 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 April 27. 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.

SYMPOSIUM PRE-REGISTRATION

Pre-registration for the Legal Symposium closes on April 27. If you are not able to meet this deadline, please register at our onsite Registration Desk during official Registration hours.

To register for all programs and events described in this brochure, please submit your completed registration form and payment to IFA's 40th Annual Legal Symposium, 1501 K Street, NW, Suite 350, Washington, DC 20005. Tel: 202/628-800. Fax: 202/628-0812.

CLE CREDITS

Your attendance at IFA's Legal Symposium qualifies you for Continuing Legal Education Credits (CLEs) in all 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.



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 8-9, 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 "New 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.

40th Annual **LEGAL** Symposium



**WHERE LEGAL MINDS AND
BUSINESS MINDS COME TOGETHER.**

2007 Legal Symposium Task Force

The following IFA members were instrumental in developing this year's Legal Symposium program and speakers' list.

CHAIR:

Mr. Lane Fisher
Partner
FisherZucker LLC

Ms. Debra K. Abate
Vice President & General
Counsel
The UPS Store

Mr. Rupert Barkoff
Partner
Kilpatrick Stockton, LLP

Ms. Mary Beth Brody
Special Counsel
Faegre & Benson LLP

Mr. Harris J. Chernow
Chernow Katz LLC

Ms. Dawn Ann Diaz
General Counsel
Planet Beach Franchising
Corporation

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

Mr. Jan Gilbert
Partner
Haynes and Boone

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, Inc.

Ms. Nina G. Kersh
Genovese Joblove & Battista

Mr. Gaylen L. Knack
Partner
Gray Plant Mooty

Mr. Michael K. Lindsey
Partner
Paul, Hastings, Janofsky &
Walker LLP

Ms. Shelly Hubert O'Callaghan
Carlson Hotels Worldwide

Ms. Kerry J. Olson
Senior Attorney
International Dairy Queen

Mr. David W. Oppenheim
Partner
Kaufmann, Feiner, Yamin,
Gildin & Robbins

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

Mr. Arthur L. Pressman
Partner
Nixon Peabody, LLP

Mr. Benjamin Reed
Wiley Rein LLP

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

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

Mr. Joel D. Siegel
Partner
Bryan Cave, LLP

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

Mr. Larry Weinberg
Chair, Franchising Group
Cassels Brock

HOTEL INFORMATION

The Symposium will be held at the Capital Hilton located at the corner of 16th & K Streets, NW, Washington, DC 20036. Phone 202/393-1000. Guest Fax 202/639-5764. The Capital Hilton is located right in the heart of downtown Washington, just two blocks from the White House and within walking distance to monuments, museums, shopping, the National Mall, fine-dining restaurants, and many other major points of interest. Three different Metro subway stations are located only two blocks away. For more information, please visit www.hilton.com.

HOTEL RESERVATIONS

US \$ 253 Single
US \$ 273 Double
US \$ 283 Single Towers Level
US \$ 296 Double Towers Level

Please contact the Capital Hilton directly at 202/393-1000 or 1-800-HILTONS to make your hotel reservation. Indicate you are registering for the International Franchise Association (IFA) Legal Symposium to receive our negotiated group rate. A credit card will be required to hold the reservation at the time it is made. The deadline for making your room reservation is April 14, 2007 or when our room block is filled. After that date or when our room block is filled, reservations will be accepted at the hotel's prevailing rate, subject to availability.



40th Annual | LEGAL | Symposium

May 6-8, 2007
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 April 27. For registration after this date, visit our onsite Registration Desk beginning Sunday afternoon.

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 (Franchisor or Supplier Forum)
 - 1-3 registrants when registering together \$ 775 \$ _____
 - 4 or more registrants when registering together \$ 725 \$ _____
- Franchisee Member* \$ 625 \$ _____
- Non-Member \$ 1,225 \$ _____

** Does not apply to franchisors, consultants, or other suppliers who are also franchisees.*

I would like my handout materials in the following format:

- Two-Volume Book Set (included in the registration fee) OR
- CD-ROM (you will receive a \$50 discount on your registration fee – please reflect this in the “grand total” amount you complete below.)

GRAND TOTAL \$ _____

PAYMENT METHOD

- Check Enclosed Payable to “IFA” (Federal Tax ID #36-6108621)
- Credit Card: _____ American Express _____ Discover Card _____ MasterCard _____ VISA
Account # _____ Expiration _____
Card Member Name _____
Signature _____
Billing Address _____

COMPLETE AND RETURN WITH PAYMENTS TO:



IFA’s 40th Annual Legal Symposium
 1501 K Street, NW, Suite 350
 Washington, DC 20005
 Telephone: 202/628-8000 Fax: 202/628-0812
 www.franchise.org

For Hotel Reservations:
 Contact the Capital Hilton at 1-800-HILTONS or 202/393-1000 to make your room reservation at IFA’s negotiated group rate. The deadline for making reservations is April 14, 2007 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.

