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one opportunity at a time.

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WHERE LEGAL
AND BUSINESS
MINDS COME
TOGETHER.

45th Annual IFA

LEGAL SYMPOSIUM



MAY 20-22, 2012

JW MARRIOTT

WASHINGTON, DC

2012



45th Annual IFA

LEGAL SYMPOSIUM



Franchising[®]
Building local businesses,
one **opportunity** at a time.



Brian Schnell, CFE

Dear Colleagues:

I hope you can join us May 20-22, 2012 for the 45th IFA Legal Symposium. We believe that franchise attorneys, whether in-house or outside counsel, can be—**and should be**—key contributors to the franchise executive team. This is the approach that the planning task force adopted when developing the 2012 Legal Symposium. We designed the 2012 Legal Symposium with the key objective to provide you with the **practical tools and best practices** for making a difference in today's franchise legal and business environments that will have a direct impact on the future growth and operations of the brands you work with on a daily basis.

Although the 2012 IFA Franchise Business Forecast shows some improvement in the industry, including modest growth in the number of establishments, jobs and the level of economic output, many franchise systems remain in recovery mode. As our economy also shows beginning signs of recovery, a host of regulatory issues continue to impact the franchise industry. For example, the Obama Administration is far into writing the regulations for the new healthcare laws, many of which will impact your clients and companies. In addition, tax policy, debt reduction and access to capital are at the top of the agenda for Congress, meaning we all can expect changes to the tax laws and related regulatory matters. This year's IFA Legal Symposium will provide you with the foundation to help the franchise industry navigate these new regulations, as well as existing ones, and help get the industry back to the level of growth we experienced before the recession.

There is no better time to get out from behind your desks and attend this critically important event. You will hear from the industry's leading experts on the unique legal and business aspects of the franchise business model, and the franchise relationship and how they impact your business and clients. Our impressive line-up of speakers will help you identify and implement best practices to help you and your clients stay ahead of the curve. Our objective is to provide you with the opportunity to make a difference in your company or with your clients. As you take more time to peruse our program, you will see that this event is not only for legal counsel. We welcome and encourage franchise executives of all levels and areas of discipline to attend and learn the how-to's for operating successfully in today's legal and business environment, and to network with the professionals who can help you do just that.

Please plan to join us in Washington May 20-22. Our commitment to you is to deliver a program that gives you the tools to navigate the legal and regulatory challenges facing franchise executives today. You will not want to miss this robust and timely event.

I look forward to seeing you in Washington for the IFA 2012 Legal Symposium.

Sincerely,

Brian Schnell, CFE
COO & Chief Legal Officer, BrightStar Franchising, LLC
Chairman, 2012 Legal Symposium Task Force



SCHEDULE OF EVENTS

SUNDAY, MAY 20

3:00 pm – 7:00 pm
Registration Desk Open

3:30 pm – 4:45 pm
Legal Legislative Committee

4:45 pm – 6:00 pm
Corporate Counsel

5:30 pm – 7:00 pm
Welcome Reception

5:30 pm – 6:00 pm // Newcomers, First-Time Attendees & Ambassadors only

6:00 pm – 7:00 pm // All Legal Symposium registrants are invited to attend

Newcomers* and First-Time Attendees are invited to join us at the welcome reception beginning at 5:30 pm so they may meet their Ambassador in a more intimate setting. IFA Ambassadors will assist Legal Symposium Newcomers and First-Time Attendees by answering questions and making introductions. Ambassadors will be identified by a distinctive ribbon and will serve as a guide throughout the Legal Symposium experience. All other registrants are invited to join the event beginning at 6:00 pm for this first opportunity to network with friends and colleagues before our programming officially begins. If you are a Newcomer or First-Time Attendee, please check the appropriate box on the registration form before sending it in. You will be paired with an Ambassador and we will notify you of your pairing several weeks before the event.

**Newcomers are defined as young associates, paralegals, those under 35 years of age and/or have been practicing franchise law for less than 5 years.*

7:15 pm
Speakers' Dinner (By invitation only)

THANK YOU

TO OUR 2012 LEGAL SYMPOSIUM TASK FORCE

- | | |
|---|--|
| <p>CHAIRMAN:
 Brian Schnell, CFE
 COO & Chief Legal Officer
 BrightStar Franchising</p> | <p>Alison McElroy, CFE
 General Counsel
 Snap Fitness, Inc.</p> |
| <p>VICE CHAIR:
 Joyce Mazero
 Partner
 Haynes and Boone, LLP</p> | <p>Felicia Nadborny
 Associate
 Kaufmann Gildin Robbins & Oppenheim</p> |
| <p>TASK FORCE MEMBERS:</p> | <p>Ted Pearce
 Vice President & General Counsel
 Driven Brands, Inc.</p> |
| <p>Kevin Ayers
 General Counsel/
 Vice-President
 Curves International, Inc.</p> | <p>Andrew Perrin
 Attorney
 Larkin Hoffman Daly & Lindgren</p> |
| <p>Brenda Beerman Trickey
 Senior Corporate Franchise Counsel
 AFC Enterprises</p> | <p>Melissa Rothring, CFE
 Vice President & General Counsel
 Global Franchise Group, LLC</p> |
| <p>Elayne Berg-Wilion</p> | <p>Robert Salkowski
 Partner
 Zarco, Einhorn, Salkowski & Brito, P.A.</p> |
| <p>Amy Cheng
 Partner
 Cheng Cohen LLC</p> | <p>Robert Smith
 Partner
 Wiley Rein LLP</p> |
| <p>Emily Decker
 Franchise Attorney
 Buffalo Wild Wings</p> | <p>Craig Tractenberg
 Partner
 Nixon Peabody</p> |
| <p>Lane Fisher, CFE
 Partner
 FisherZucker LLC</p> | <p>Leonard Vines
 Partner
 Greensfelder, Hemker & Gale, P.C.</p> |
| <p>Stephen Hagedorn
 General Counsel
 Jani-King International</p> | <p>Gerald Wells
 Partner
 DLA Piper LLP (US)</p> |
| <p>Nicole Harrell, CFE
 Partner
 Kaufman & Canoles</p> | <p>Robert Zisk
 Principal
 Gray Plant Mooty</p> |
| <p>Jane LaFranchi
 Vice President & Senior Counsel
 Marriott International</p> | |
| <p>Edward Levitt, CFE
 Partner
 Aird & Berlis LLP</p> | |
| <p>Leonard MacPhee
 Partner
 Perkins Coie LLP</p> | |



MONDAY, MAY 21

8:00 am – 6:00 pm
Registration Desk Open

8:00 am – 8:30 am
Continental Breakfast

8:30 am – 10:15 am
Opening General Session

Keynote Presentation:
**Communications in the You Tube Generation:
Maintaining Consistent Communications In and Out of Crisis**

- Successful communications during a crisis.
- The role of legal counsel in franchisor communications.
- How communications can lessen the risks of crisis.
- Successful and not so successful corporate communications when a crisis strikes.
- The importance of knowing your audience.

CO-SPONSORED BY:



Guest Speaker:
Merrie Spaeth, President, Spaeth Communications

Merrie Spaeth has a unique background in media, government, politics, business and entertainment. She is a pioneer in communication theory, executive training and coaching. Spaeth is acknowledged as one of the most influential communication counselors in the world having coached thousands of executives who want to become more effective communicators, improve their presentation skills and ultimately expand their leadership capabilities. Her clients include Fortune 500 C-suite executives. Spaeth was a White House Fellow assigned to FBI Director William Webster. She then served two years as director of public affairs for the Federal Trade Commission, and in 1983, President Reagan appointed her as director of media relations at the White House where she introduced satellite interviews and created the electronic White House News Service. In 1987, she founded Spaeth Communications, Inc., which provides strategic communication counseling and training for a wide range of individuals, companies and institutions. Join us for this enlightening, dynamic and fast-paced presentation that will help both business executives and their legal counsel develop a successful communications strategy for managing—and minimizing—the impact on your system when a crisis does indeed strike.

10:15 am – 10:30 am
Refreshment Break





MONDAY, MAY 21 (CONT'D.)

10:30 am - 11:45 am

Concurrent Sessions

(All concurrent sessions are offered twice with the exception of the Basic Track sessions.)

1 | Practical Advice for Franchisor Liquidity and Restructuring

- Identifying how the liquidity crisis affects franchisors.
- Financing strategies to increase liquidity.
- Best practices in restructuring sales, operations, product development and dispute resolution.
- Success stories of improving liquidity through financing and restructuring.

MODERATOR:

Rick Pedone, Partner, Nixon Peabody

SPEAKERS:

Robert K. Sawyer, Jr., General Counsel, Friendly Ice Cream Corporation

Larry Lattig, Executive Vice President, Senior Managing Director, Mesirow Financial

2 | Getting Ahead of the Curve: Controlling the Risk of Social Media

- How do you and your franchisees address consumer complaints on social media?
- How do you control franchisee's use of social media?
- Once a franchisee is terminated, how do you take over control of the franchisee's social media sites?

MODERATOR:

Michael Daigle, Partner, Cheng Cohen LLC

SPEAKERS:

Maria Baratta, Attorney, Kilpatrick Townsend

Elisa Edlund, Staff Attorney, International Dairy Queen

Mindy Golde, Director of Sales, Systino

3 | The Foreign Corrupt Practices Act: What Every International Franchisor Must Know

- What does the uptick in FCPA enforcement activity by the Department of Justice and the Securities Exchange Commission mean for franchisors?
- What are the types of activities of franchisees or others that put franchisors at increased risk for FCPA violations?
- What are the current best practices in FCPA compliance programs for franchisors?
- What other non-U.S. anti-bribery laws must be considered by franchisors?

MODERATOR:

Eric Yaffe, Principal, Gray Plant Mooty

SPEAKERS:

Mary C. Spearing, Partner, Baker Botts LLP

Sarah Dilorenzo, Senior Counsel, Global Compliance and Privacy, McDonald's Corporation



4 | Troubled Franchisees in Troubled Times: How to Spot Them and How to Deal with Them

- Gain guidance on how to identify when a franchisee may be in financial trouble.
- Learn steps franchisors can take to address these issues.
- Discover alternative outcomes, including franchise termination, bankruptcy, payment plans and amending the financial terms of the franchise agreement.
- Discuss creative solutions to keep the franchise relationship in place and examples of situations when a franchisor and/or franchisee decide to terminate.

SPEAKERS:

Sandra Trenda, Chief Legal Officer, Great Clips Inc.

Kenneth Costello, Partner, Bryan Cave, LLP

Andrew Selden, Partner, Briggs & Morgan P.A.

Pete Ward, Deputy General Counsel, Popeyes Louisiana Kitchen

5 | Out With the Old and In With the New: Making Major Changes in Your System within the Bounds of Your Franchise Agreement

- Discuss successful and not-so-successful efforts that have been made by franchisors to re-launch their brands.
- Examine the key franchise agreement provisions that help or hinder franchisors' efforts to make changes as simple as requiring new equipment or as drastic as a complete change of concept.
- Explore the best ways to gain franchisee support to validate system changes.
- Discuss the franchisor's options when franchisees challenge or refuse to comply with mandated changes.

MODERATOR:

Peter Klarfeld, Principal, Gray Plant Mooty

SPEAKERS:

William Werner, General Counsel, Hardee's Food Systems Inc.

Amy Reynolds, Deputy General Counsel, Driven Brands, Inc.

Lyndon Johnson, Multi-Unit Franchisee of Church's Chicken

MONDAY, MAY 21 (CONT'D.)

6 | De-Franchise My License Please: Converting Franchises to Licenses and Vice-Versa

- When is a license or distributorship also a franchise or business opportunity?
- How a license or distributorship can avoid franchise and business opportunity laws.
- Business and legal issues involved in converting a license or distributorship program to a franchise program.
- De-franchising — converting a franchise program to a license or distributorship program.

MODERATOR:

Gary Duvall, CFE, Partner, Dorsey & Whitney

SPEAKERS:

Chris Feldmeir, Attorney, Greensfelder, Hemker & Gale, P.C.

Mark Siebert, CEO, iFranchise Group

Adam Ekberg, Corporate Counsel, Seattle's Best Coffee

7 | Basics Track: Disclosure: What You Need to Know

- Federal and state laws requiring pre-sale disclosure.
- Federal and state exemptions from disclosure requirements.
- Disclosure timing requirements and triggers.
- Electronic disclosure.
- Items 1-23 of the franchise disclosure document.
- State addenda to the franchise disclosure document and frequently arising comments from state examiners.
- Amending/renewing the franchise disclosure document.
- Penalties for noncompliance with federal and state disclosure requirements.

MODERATOR:

Bretton Permesly, Attorney, Kaufmann Gildin Robbins & Oppenheim LLP

SPEAKERS:

Kimberly Toomey, Vice President & General Counsel, Century 21 Real Estate Corporation, Realogy

Theresa Leets, Senior Corporations Counsel, California Department of Corporations



12:00 pm – 1:30 pm

Networking Luncheon & IFA Government Relations Update

Enjoy this time to get to know other Legal Symposium attendees. IFA's Senior Vice President of Government Relations will join us to provide an up-to-the-minute account of legislative and regulatory issues affecting franchising on both the federal and state levels.

SPEAKER:

Judith Thorman, Senior Vice President, Government Relations, International Franchise Association

1:45 pm – 3:00 pm

Concurrent Sessions

1 | Regrets: If Dreams Came True – Provisions You Wish You Had (or Didn't Have) in Your Franchise Agreement

- Operational requirements.
- Renewal or successor terms.
- Provisions dealing with exiting the system (liquidated damages, transfers, post-termination obligations, etc.).
- Mediation/arbitration clauses.
- Boilerplate language.

MODERATOR:

Melissa Rothring, CFE, Vice President & General Counsel, Global Franchise Group

SPEAKERS:

David S. Paris, Attorney, Paris Ackerman & Schmierer LLP

Benjamin Reed, Partner, Plave Koch PLC

Chris Dull, President & CEO, Global Franchise Group LLC

2 | Negotiating with Private Equity Owned Franchisees

- What deal points do private equity owners typically want to negotiate with a franchisor?
- What reasonable requests can you anticipate from private equity owners?
- What concessions will a franchisor likely have to make?
- Where should a franchisor draw the line?

MODERATOR:

Stephen Hagedorn, General Counsel, Jani-King International, Inc.

SPEAKERS:

Nicholas DeCarlo, VP and Senior Counsel, Marriott International

Chuck Modell, CFE, Attorney, Larkin Hoffman Daly & Lindgren

3 | Expansion into Airports, Universities, Military Bases and Beyond: Framing and Negotiating the REAL Legal Issues in Non-Traditional Development Deals

- Real Access - who gets access to non-traditional venues, why and how.
- Real Offerings - what are the disclosure/registration issues and can you use an "exemption" based approach.
- Real Sensitivity Training - why who you are negotiating with and their leverage matters; why government requirements means the government is at the negotiating table; why politics and culture matters to you.
- Real Economics - what is the impact of the demands of the lessor and the RFP.
- Real Relationship - what is ON the table for negotiation and why.
- Real Contracts - how to stay and play in non-traditional deals credibly and efficiently.

MODERATOR:

Joyce Mazero, Partner, Haynes and Boone LLP

SPEAKERS:

Kathryn Kotel, SVP, General Counsel & Corporate Secretary, Carlson Restaurants Worldwide

Thomas Spratt, Jr., Attorney, ARAMARK

MONDAY, MAY 21 (CONT'D.)

4 | Ethical Issues Facing an In-house Franchise Counsel: The Dual Role of the In-house Counsel

- What unique ethical issues do in-house counsel face?
- What ethical issues are raised when evaluating the role of the legal department in a franchising organization? Is the in-house counsel a source of advice for franchisees? A counselor to the corporation? A business person? All of the above?

MODERATOR:

James Long, Shareholder, Briggs and Morgan P.A.

SPEAKERS:

Ben Mitchell, Manager of Legal/Compliance, PostNet International Franchise Corp.

Brian Romanzo, Assistant General Counsel, Driven Brands, Inc.



5 | Advanced Best Practices for International Regulatory Compliance

- What types of provisions of the franchise agreement are regulated by foreign governments?
- What changes need to be made to your franchise agreement to comply with these types of regulations?
- What should you consider when engaging outside local counsel for guidance in complying with international regulatory matters?
- When engaging outside local counsel, how do you stay within your budget?

MODERATOR:

R. Scott Toop, EVP & General Counsel, Tim Horton's Inc.

SPEAKERS:

Mark Abell, Partner, Field Fisher Waterhouse

Marco Hero, Partner, TIGGES

6 | Franchise Default and Termination – Best Practices to Enforce the Contract and Protect the System

- Identifying potential problems before they arise.
- Considerations in deciding to default/terminate.
- Navigating the labyrinth of state relationship laws.
- Steps in the default/termination process.
- Dealing with other franchisees.
- Enforcing termination.

MODERATOR:

Christine Connelly, Partner, Wiley Rein LLP

SPEAKERS:

Elizabeth Moore, Chief Franchise Officer and General Counsel, Fazoli's Restaurants

Robert Lichtenstein, General Counsel, Kumon North America, Inc.

7 | Basics Track: Registration: Understanding the State Franchise Registration Framework

- State franchise and business opportunity registration requirements.
- Initial registration, amendments and renewals.
- Exemptions from registration.
- The other filings — advertising, franchise sellers and brokers.
- Remedies and penalties for non-compliance.

MODERATOR:

Cheryl Mullin, Partner, Mullin Law, PC

SPEAKERS:

Janaki Parmar, Attorney, FisherZucker LLC

Dale Cantone, Deputy Securities Commissioner, Maryland Attorney General's Office

Alan Greenfield, Attorney, DLA Piper LLP (US)

3:00 pm – 3:30 pm

Refreshment Break

3:30 pm – 4:45 pm

Concurrent Sessions

1 | State Tax Update and Strategies for Dealing with the Changing State Tax Landscape

- State tax revenue landscape.
- Out-of-state franchisors as tax revenue source and basis for taxation.
- Survey and trends for taxation of out-of-state franchisors.
- Strategies for reducing exposure to state tax liability and preparing for attempts to expand state tax liability.

MODERATOR:

Gary Batenhorst, Attorney, Cline Williams Wright Johnson & Oldfather

SPEAKERS:

Scott Susko, Partner, Nixon Peabody

Adam Timmesch, Associate, Faegre Baker Daniels

Hugh Goodwin, Partner, DLA Piper LLP (US)

2 | Chemistry and Alchemy: Finding the Right Credit Partner and Creating Your Own Financing

- How does disclosure change in the “new normal” and the FDD's relevance to capital markets?
- Structuring innovative franchisor created financing programs.
- Legal and operational issues when matching qualified operators with investors.
- Management agreements, operating leases and other non-traditional alternative franchise offers.
- Flexibility in approving franchisee structure and analyzing each deal on its own merits.

MODERATOR:

Lane Fisher, CFE, Partner, FisherZucker LLP

SPEAKERS:

Ronald Feldman, CFE, Chief Executive Officer, Franchise America Finance

Kenneth Switzer, Vice President & CFO, Marco's Pizza

John Teza, Chief Development Officer, Jersey Mike's Subs

MONDAY, MAY 21 (CONT'D.)

3 | Keys to Successful Mediation: Tactics and Strategy

- How and when to propose or agree to mediation.
- Options for the mediation forum and procedure.
- The selection of the mediator: criteria and due diligence.
- The mediation statement: content and theme. How to balance the best message of advocacy and willingness to compromise.
- The art of negotiation coupled with successful strategy and tactics in the mediation session.

MODERATOR:

Gretchen Jankowski, Shareholder, Buchanan Ingersoll & Rooney

SPEAKERS:

Patrick Meyers, General Counsel, The Quizno's Corporation

Mark Leitner, Shareholder, Kravit, Hovel & Krawczyk S.C.

Rick Asbill, Founder & CEO, Asbill Dispute Resolution

4 | I Said What? The Enforceability of Disclaimers, Waivers and Acknowledgements in Franchise Agreements since the 2007 FTC Franchise Disclosure Rule

- Understanding the legal doctrines of disclaimers, waivers and acknowledgements.
- Exploring the manner in which courts have previously handled these legal doctrines.
- The impact of state franchise laws on the enforceability of disclaimers, waivers and acknowledgements.
- The impact of the 2007 FTC Franchise Disclosure Rule on these common law doctrines.
- A survey of recent cases upholding and denying the enforceability of disclaimers, waivers and acknowledgements in franchise agreements.

MODERATOR:

Alex Brito, Partner, Zarco, Einhorn, Salkowski & Brito, P.A.

SPEAKERS:

William Killion, CFE, Counsel, Faegre Baker Daniels

Joel Siegel, Partner, SNR Denton US LLP



5 | Getting Ahead of the Curve: Controlling the Risk of Social Media

See initial listing for description on page 5.

MODERATOR:

Michael Daigle, Partner, Cheng Cohen LLC

SPEAKERS:

Maria Baratta, Attorney, Kilpatrick Townsend

Elisa Edlund, Staff Attorney, International Dairy Queen

Mindy Golde, Director of Sales, Systino

6 | De-Franchise My License Please: Converting Franchises to Licenses and Vice-Versa

See initial listing for description on page 6.

MODERATOR:

Gary Duvall, CFE, Partner, Dorsey & Whitney

SPEAKERS:

Chris Feldmeir, Attorney, Greensfelder, Hemker & Gale, P.C.

Mark Siebert, CEO, iFranchise Group

Adam Ekberg, Corporate Counsel, Seattle's Best Coffee

7 | Basics Track: Best Practices in Franchise Administration

- Managing multi-state registrations.
- Updates to registration.
- Document management.
- Internal training.
- Pre-Sale compliance.
- Post-Sale compliance.

MODERATOR:

Charlene York, Attorney, Akerman Senterfitt

SPEAKERS:

Joanna Lim, Paralegal, Cheng Cohen LLC

Jennifer Yiangov, Vice President of Operations, Anytime Fitness Inc.

5:00 pm – 6:30 pm

Networking Reception

Share best practices and review lessons learned from sessions attended on the first day of the 45th Annual Legal Symposium when you join your franchise business and legal peers at our annual networking reception.

6:45 pm

Newcomers' & First Time Attendees' Dinner

SPONSORED BY:

Dale & Lessmann
LLP

Canadian Legal Counsel

Newcomers*, First-Time Attendees and their Ambassadors are invited to participate in our Newcomers & First-Time Attendees' Dinner being held around the corner from the JW Marriott at Chef Geoff's, a fun fine-dining establishment that is always at the top of Washington's best restaurants list. Take advantage of the opportunity to network further with other professionals in the franchise legal community over drinks and good food. Share similar experiences and gather advice on being successful in your franchise law practice while building relationships that will last long beyond the dates of the Legal Symposium. The cost of the dinner is an additional \$100. Please check the box on our registration form to be included in this event.

*Newcomers are defined as young associates, paralegals, those under 35 years of age and/or have been practicing franchise law for less than 5 years.

TUESDAY, MAY 22

8:00 am – 3:30 pm
Registration Desk Open

8:00 am – 8:30 am
Continental Breakfast

8:30 am – 10:00 am
General Session: Annual Judicial Update

Welcome:

Brian B. Schnell, CFE, COO & Chief Legal Officer, BrightStar Franchising, LLC and 2012 Legal Symposium Task Force Chairman

Judicial Update:

Rather than just summarize recent cases, we will identify key franchise legal trends that are impacting the franchise community and examine what the most important cases mean for the future of franchising's legal and businesses operations. Expert speakers will cover trends in the franchise relationship, compliance, dispute resolution, registration, disclosure, antitrust, professional responsibility and other important issues.

SPEAKERS:

Leonard MacPhee, Partner, Perkins Coie LLP
Earsa Jackson, CFE, Partner, Strasburger & Price, LLP

10:00 am – 10:15 am
Refreshment Break



10:15 am – 11:30 am
Concurrent Sessions

1 | Chemistry and Alchemy: Finding the Right Credit Partner and Creating Your Own Financing

See initial listing for description on page 7.

MODERATOR:

Lane Fisher, CFE, Partner, FisherZucker LLP

SPEAKERS:

Ronald Feldman, CFE, Chief Executive Officer, Franchise America
Kenneth Switzer, Vice President & CFO, Marco's Pizza
John Teza, Chief Development Officer, Jersey Mike's Subs

2 | State Tax Update and Strategies for Dealing with the Changing State Tax Landscape

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MODERATOR:

Gary Batenhorst, Attorney, Cline Williams Wright Johnson & Oldfather

SPEAKERS:

Scott Susko, Partner, Nixon Peabody
Adam Timmesch, Associate, Faegre Baker Daniels
Hugh Goodwin, Partner, DLA Piper LLP (US)

3 | Troubled Franchisees in Troubled Times: How to Spot them and How to Deal with Them

See initial listing for description on page 5.

SPEAKERS:

Sandra Trenda, Chief Legal Officer, Great Clips Inc.
Kenneth Costello, Partner, Bryan Cave, LLP
Andrew Selden, Partner, Briggs & Morgan
Pete Ward, Deputy General Counsel, Popeyes Louisiana Kitchen

4 | Regrets: If Dreams Came True – Provisions You Wish You Had (or Didn't Have) in Your Franchise Agreement

See initial listing for description on page 6.

MODERATOR:

Melissa Rothring, CFE, Vice President & General Counsel, Global Franchise Group

SPEAKERS:

David S. Paris, Attorney, Paris Ackerman & Schmierer LLP
Benjamin Reed, Partner, Plave Koch PLC
Chris Dull, President & CEO, Global Franchise Group LLC

5 | Keys to Successful Mediation: Tactics and Strategy

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MODERATOR:

Gretchen Jankowski, Shareholder, Buchanan Ingersoll & Rooney

SPEAKERS:

Patrick Meyers, General Counsel, The Quizno's Corporation
Mark Leitner, Shareholder, Kravit, Hovel & Krawczyk S.C.
Rick Asbill, Founder & CEO, Asbill Dispute Resolution

6 | Basics Track: Item 19: Weighing the Risks and Benefits of Financial Performance Representations

- "Reasonable Basis" and other technical requirements of the rule.
- Transfer and the disclosure of actual operating results.
- Supplemental disclosures.
- The business case for beefing-up your FPR and how this could mitigate your legal risks.
- Practical considerations.

MODERATOR:

Jan Gilbert, Partner, Haynes and Boone LLP

SPEAKERS:

Gregory Vojnovic, CFE, VP of Development, Popeyes Louisiana Kitchen
Marisa Fauce, Partner, Plave Koch PLC

TUESDAY, MAY 22 (CONT'D.)

11:45 am – 1:00 pm

Boxed Luncheon & Roundtables

Our roundtables provide a unique opportunity for you to sit down with your peers and share tips, challenges, solutions and best practices on a wide-range of franchise law and business topics.

1:15 pm – 2:30 pm

Concurrent Sessions

1 | I Said What? The Enforceability of Disclaimers, Waivers and Acknowledgements in Franchise Agreements since the 2007 FTC Franchise Disclosure Rule

See initial listing for description on page 8.

MODERATOR:

Alex Brito, Partner, Zarco, Einhorn, Salkowski & Brito, P.A.

SPEAKERS:

William Killion, CFE, Counsel, Faegre Baker Daniels

Joel Siegel, Partner, SNR Denton US LLP

2 | Practical Advice for Franchisor Liquidity and Restructuring

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MODERATOR:

Rick Pedone, Partner, Nixon Peabody

SPEAKERS:

Robert K. Sawyer, Jr., General Counsel, Friendly Ice Cream Corporation

Larry Lattig, Executive Vice President, Senior Managing Director, Mesirow Financial

3 | Expansion into Airports, Universities, Military Bases and Beyond: Framing and Negotiating the REAL Legal Issues in Non-Traditional Development Deals

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MODERATOR:

Joyce Mazero, Partner, Haynes and Boone LLP

SPEAKERS:

Kathryn Kotel, SVP, General Counsel & Corporate Secretary, Carlson Restaurants Worldwide

Thomas Spratt, Jr., Attorney, ARAMARK



4 | Ethical Issues Facing an In-house Franchise Counsel; the Dual Role of the In-house Counsel

See initial listing for description on page 7.

MODERATOR:

James Long, Shareholder, Briggs and Morgan P.A.

SPEAKERS:

Ben Mitchell, Manager of Legal/Compliance, PostNet International Franchise Corp.

Brian Romanzo, Assistant General Counsel, Driven Brands, Inc.

5 | Advanced Best Practices for International Regulatory Compliance

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MODERATOR:

R. Scott Toop, EVP & General Counsel, Tim Horton's Inc.

SPEAKERS:

Mark Abell, Partner, Field Fisher Waterhouse

Marco Hero, Partner, TIGGES

6 | Basics Track: Frequently Arising Issues in Litigation

- Unique aspects of franchise litigation.
- Analysis of litigation venues, choice of law, and forums and litigation alternatives such as mediation and arbitration.
- Common types of franchisee claims, including various claims arising from the sale of the franchise, terminations, contract claims, tort claims, equitable claims, and statutory claims, including violations of federal and state laws regulating franchise relationships; class actions, and franchisee association litigation.
- Common types of franchisor claims, including claims for non-payment of royalties and fees, breach of franchise agreement claims, and trademark/system standards enforcement issues.
- Discovery disputes, including electronic discovery and being prepared for discovery conferences, particularly in federal court.
- Remedies, including damages, rescission and restitution, specific performance, declaratory judgments.

MODERATOR:

Kimberly Shur, VP & Senior Counsel, Marriott International

SPEAKERS:

Cynthia Klaus, Shareholder, Larkin Hoffman Daly & Lindgren

Dawn Johnson, Attorney at Law – Shareholder, Greensfelder, Hemker & Gale, P.C.

TUESDAY, MAY 22 (CONT'D.)

2:30 pm – 2:45 pm
Refreshment Break

2:45 pm – 4:00 pm
Concurrent Sessions

1 | The Foreign Corrupt Practices Act: What Every International Franchisor Must Know

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MODERATOR:

Eric Yaffe, Principal, Gray Plant Mooty

SPEAKERS:

Mary C. Spearing, Partner, Baker Botts LLP

Sarah Dilorenzo, Senior Counsel, Global Compliance and Privacy, McDonald's Corporation

2 | Franchise Default and Termination – Best Practices to Enforce the Contract and Protect the System

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MODERATOR:

Christine Connelly, Partner, Wiley Rein LLP

SPEAKERS:

Elizabeth Moore, Chief Franchise Officer and General Counsel, Fazoli's Restaurants

Robert Lichtenstein, General Counsel, Kumon North America, Inc.

3 | Out With the Old and In With the New: Making Major Changes in Your System within the Bounds of Your Franchise Agreement

See initial listing for description on page 5.

MODERATOR:

Peter Klarfeld, Principal, Gray Plant Mooty

SPEAKERS:

William Werner, General Counsel, Hardee's Food Systems Inc.

Amy Reynolds, Deputy General Counsel, Driven Brands, Inc.

Lyndon Johnson, Multi-Unit Franchisee of Church's Chicken

4 | Negotiating with Private Equity Owned Franchisees

See initial listing for description on page 6.

MODERATOR:

Stephen Hagedorn, General Counsel, Jani-King International, Inc.

SPEAKERS:

Nicholas DeCarlo, VP and Senior Counsel, Marriott International

Chuck Modell, CFE, Attorney, Larkin Hoffman Daly & Lindgren

5 | Basics Track: World Conquest: The Do's and Don'ts of International Franchise Expansions

- Is the franchise system ready for an international expansion? What factors need to be considered? What adaptations will need to be made?
- Which countries and when? Best practices in evaluating the countries in which to expand and the speed of expansion.
- Choosing the most appropriate franchise vehicle for international expansion: unit, area, master or agency.
- The most common and significant legal hurdles in an international franchise expansion: disclosure legislation, securing payment, maintaining standards, protecting intellectual property, import/export regulation and tax.
- Key deal points in international agreements.

MODERATOR:

Edward Levitt, CFE, Partner, Aird & Berlis LLP

SPEAKERS:

William Edwards, CFE, Chief Executive Officer, Edwards Global Services

Harold Kestenbaum, CFE, Counsel, Gordon & Rees LLP

4:00 pm

Legal Symposium Adjournment



BONUS FEATURES

Each year our task force strives to enhance the Legal Symposium experience to deliver real-world solutions and top-of-the-line value to all who attend. Take a look below at some of the highlights we think you'll enjoy at our 45th 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 during the course of Monday and Tuesday, sessions in the Basics Track include the following topics:

- **Disclosure: What You Need to Know**
- **Registration: Understanding the State Franchise Registration Framework**
- **Best Practices in Franchise Administration**
- **Item 19: Weighing the Risks and Benefits of Financial Performance Representations**
- **Frequently Arising Issues in Litigation**
- **World Conquest: The Do's and Don'ts of International Franchise Expansions**

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



INTERNATIONAL FOCUS

Even in a challenging economic environment, franchising's reach continues to extend across the globe. We are offering several internationally focused sessions to bring you up to speed on the legal and business issues you need to know about to protect and build your brand worldwide. This year we are proud to feature the following international topics:

- **The Foreign Corrupt Practices Act: What Every International Franchisor Must Know**
- **Advanced Best Practices for International Regulatory Compliance**
- **Basics Track: World Conquest: The Do's and Don'ts of International Franchise Expansions**

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

LITIGATORS

As franchise counsel it is your responsibility to mitigate risk, but sometimes, despite best efforts, disputes arise. Programming of interest to franchise litigators has been developed to ensure that this important class of lawyers understands how to safeguard the brands they represent and answer breaches of conduct swiftly and appropriately. This year we feature the following topics:

- **Troubled Franchisees in Troubled Times: How to Spot them and How to Deal with Them**
- **Franchise Default and Termination – Best Practices to Enforce the Contract and Protect the System**
- **Keys to Successful Mediation: Tactics and Strategy**

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

LEGAL SYMPOSIUM NEWCOMERS

We want to welcome all young associates, paralegals, those under 35 years of age and/or have been practicing franchise law for less than 5 years into the fold by offering special events designed with their particular professional development needs in mind. In addition to the Welcome Reception Sunday evening with IFA Ambassadors, this group is invited to attend a special dinner at Chef Geoff's (separate fee of \$100 is required) Monday evening. While all attorneys will benefit from participating in the general session and workshops offered, a session during the Basics Track has been developed to focus on many of the core issues young attorneys, associates and paralegals need to be well-versed on. Offered on Monday afternoon, our workshop called "Franchise Administration" will focus on managing multi-state registrations, updates to registration, document management, internal training, and pre- and post-sales compliance.

AMBASSADOR PROGRAM

IFA's Legal Symposium Ambassadors will assist delegates, particularly our newcomers and those attending the Symposium for the first time, by answering questions and making introductions. Ambassadors will be paired with Newcomers and/or First-Time Attendees in advance and will meet with their assignees at the Welcome Reception Sunday evening. They will be identified at the Symposium by a distinctive ribbon. If you are interested in joining the ranks of Ambassador, please let us know, by emailing Jodi McCray at jmccray@franchise.org.

WHO SHOULD ATTEND?

IFA's 45th Annual Legal Symposium was designed by a task force of member volunteers with a particular emphasis on how legal and regulatory issues affect the everyday business operations of the franchise system. The program will provide value and real-world solutions to both business executives and their franchise legal partners. We will focus on the practical use of the law and the how-to's for navigating today's business and regulatory environment. This year's Legal Symposium will be a training ground for what business executives and legal counsel need to know and how to put it into practice.

Featuring expert speakers and timely content, 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; and**
- **All others concerned with franchising's legal, regulatory and business issues.**



SOCIAL & NETWORKING EVENTS

In addition to premier educational content, one of the most important benefits of participating in the IFA Annual Legal Symposium is the opportunity to build relationships with franchise attorneys and business executives. Several networking events are offered during the course of the program. Take advantage of your time away from the office by joining your colleagues at the following social events where the only thing on the agenda is building your portfolio of contacts in the franchise industry.

- Welcome Reception – Sunday evening
- Annual Networking Reception – Monday evening
- Refreshment Breaks

REGISTRATION SCHEDULE

Our Registration Desk will open Sunday, May 20 from 3:00 pm – 7:00 pm. Registration re-opens Monday, May 21 from 8:00 am until 6:00 pm. Registration is open Tuesday, May 22 beginning at 8:00 am and closes at 3:30 pm.

SYMPOSIUM PRE-REGISTRATION

Pre-registration for the Legal Symposium closes Wednesday, May 9. If you are not able to meet this deadline please register at our on-site Registration Desk during official Registration hours. On-site 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 45th Annual Legal Symposium
1501 K Street, NW, Suite 350
Washington, DC 20005

Tel: 202/628-8000
Fax: 202/628-0812

You may also register online by visiting www.franchise.org/legalsymposium.aspx.

WHAT DOES YOUR REGISTRATION FEE INCLUDE?

- Entry into all educational sessions;
- Extensive course materials;
- Welcome Reception Sunday, May 20;
- Continental Breakfast Monday, May 21 and Tuesday, May 22;
- Refreshment Breaks Monday, May 21 and Tuesday, May 22;
- Lunch Monday, May 21 and Tuesday, May 22; and
- Networking Reception Monday, May 21.

COURSE MATERIALS

Course materials will be mailed on a CD-ROM in advance to attendees whose registration is received by May 9. If your registration is not received by this deadline, the CD-ROM will be available to you at our Registration Desk on-site.

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 on-site at the Registration Desk.

ICFE CREDITS



You will earn 300 Education Credits and 100 Participation Credits toward the completion of the Certified Franchise Executive (CFE) accreditation by attending the IFA's Annual Legal Symposium.



HOTEL RESERVATIONS

You may reserve your hotel room at the JW Marriott online at <https://resweb.passkey.com/go/wasjw2012ifalegal>. Or you may call 1-800-266-9432 (from the U.S. and Canada) for international calls, dial 506-474-2009 and indicate you are attending the IFA 2012 Legal Symposium. Our room rate for a standard room is \$306 (single or double) and includes internet access in the guest rooms. The deadline for making reservations is April 27 (or when the IFA room block is filled, whichever is first.) Once the room block is sold out, reservations will be accepted on a space and rate availability basis. The JW Marriott is located in downtown Washington at 1331 Pennsylvania Avenue. For more information about the JW Marriott Hotel, visit www.jwmarriottdc.com.



the global voice of
the legal profession

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 28th Annual IBA/IFA Joint Conference, May 22-23, at the JW Marriott. 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 world's hottest jurisdictions. Don't miss the annual IBA/IFA Conference Reception and Dinner at The Occidental Grill which many regard as one of the premier networking events offered all year. There is a separate fee to participate in this program. For more information and to register online visit www.franchise.org and click on IBA/IFA Conference under the Events tab.

45th Annual IFA

LEGAL
SYMPOSIUM

REGISTER ONLINE TODAY! VISIT:
www.franchise.org/legalsymposium.aspx

REGISTRATION FORM

45TH ANNUAL LEGAL SYMPOSIUM

May 20-22, 2012 • JW Marriott • Washington, DC



Franchising[®]
Building local businesses,
one opportunity at a time.

The registration 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 9. For registration after this date, visit our on-site Registration Desk beginning Sunday afternoon. On-site 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 if you are a Newcomer or First-Time Attendee. Newcomers are defined as young associates, paralegals, those under 35 years of age and/or have been practicing franchise law for less than 5 years.**

Hotel Information:

You may reserve your hotel room at the JW Marriott online at <https://resweb.passkey.com/go/wasjw2012ifalegal>. Or you may call 1-800-266-9432 (from the U.S. and Canada) or for international calls, dial 506-474-2009 and indicate you are attending the IFA 2012 Legal Symposium. Our room rate for a standard room is \$306 (single or double) and includes internet access in the guest rooms. The deadline for making reservations is April 27 (or when the IFA room block is filled, whichever is first.)

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 granted 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 cancellations must be made in writing. Substitutions are permitted at any time.

REGISTRATION FEES

Please mark the appropriate box to indicate your participation and fees. Registration fees are per person.

IFA Member (This price includes course materials on a CD-ROM.)

- 1-3 registrants when registering from the same company together..... \$875
 4 or more registrants when registering from the same company together..... \$825

Non-Member (This price includes course materials on a CD-ROM.)

- Individual registrant..... \$1,475
 Newcomers' & First-Time Attendees' Dinner Ticket (Monday night)..... \$100

Grand Total \$ _____



PAYMENT METHOD

Check Enclosed Payable to "IFA" (Federal Tax ID #36-6108621)

Credit Card: (circle one)



Account # _____ Expiration _____

Card Member Name _____ Signature _____

Billing Address _____

Complete and return by May 9 with payment to:
 IFA's 45th Annual Legal Symposium
 1501 K Street, NW, Suite 350, Washington, DC 20005 USA
 Fax: 202/628-0812

QUESTIONS? Call 202-628-8000

2012



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45th Annual IFA

LEGAL SYMPOSIUM

MAY 20-22, 2012
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