



2023 LEGAL SYMPOSIUM

MAY 7-9, 2023 | WASHINGTON, DC



Event Brochure and Schedule



Karen Satterlee, CFE

SVP and Assistant General Counsel,
Asia Pacific, Hilton Worldwide
Holdings, Inc.
Legal Symposium Task Force Chair

Dear colleagues,

On behalf of the International Franchise Association and the 2023 IFA Legal Symposium Task Force, I invite you to attend the 55th Annual Legal Symposium on May 7-9, 2023, at the Grand Hyatt in Washington D.C.

Attendance at the 2023 IFA Legal Symposium is critical for franchise professionals wanting to learn how to navigate our post-pandemic normal. This year's Symposium will be of particular interest to individuals who seek to go beyond exploring the legal aspects of franchising and delve into the practical business considerations that drive the franchise model. As always, the Symposium welcomes diversity in all of its forms and actively seeks to include all perspectives in its programming, including the views of franchisees, franchisors and suppliers.

The programming for the 2023 Symposium has something for everyone, from the most junior franchise practitioners to those that are expert in their field. This year, we will hold a breakfast meet up for Rising Legal Professionals for attendees that are new to the industry. This will be followed by our traditional Basics Track, which offers a solid foundation in such topics as merger and acquisitions, Intellectual Property, Franchise Litigation, International Franchising, Defaults and Terminations and Registration and Disclosure. For more experienced practitioners, our program will have multiple breakout sessions that take a deep dive into such timely topics as navigating privacy regulation in franchise systems, exploring the metaverse, franchising in the age of automation, crisis management, exit strategies, franchise litigation and our perennial favorite, the Judicial Update.

The Symposium also offers an excellent forum for addressing and tackling some of the most challenging issues in the franchising world today in a collaborative, collegial environment, including the 2022 election results; updates to the FTC Franchise Rule; the NLRB's expanded joint employer standard; the DOL's proposal to revise the Department's guidance on determining employee and independent contractor status; and updates to state franchise legislation.

Of equal importance is the fact that the Symposium is an invaluable networking opportunity, with the chance to reconnect with friends and colleagues, and meet with the business-people that make franchise systems tick through networking luncheons, roundtables and receptions.

The Symposium is an open forum where all types of franchise practitioners can learn from one another and discuss and strategize about the critical issues facing the franchise industry in 2023 and beyond. I look forward to seeing each of you.

Sincerely,

Karen Satterlee
Legal Symposium Task Force Chair

2023 Legal Symposium Task Force

Karen Satterlee, CFE
*SVP and Assistant General
Counsel, Asia Pacific, Hilton
Worldwide Holdings, Inc.*
(Chair)

Nina Greene
Partner
Venable LLC
(Vice Chair)

Andy Ball
Associate
Faegre Drinker Biddle &
Reath LLP

Alyssa Barnes
*Senior VP, Legal, Global
and Hotel Management*
Wyndham Hotels
& Resorts, Inc.

Danell Caron
Vice President, Legal,
CKE Restaurant Holding,
Inc.

Megan Center
Partner
Quarles & Brady LLP

Harris Chernow
Partner
Reger Rizzo Darnall LLP

Marion Coldonat
*Senior Corporate Counsel-
Supply Chain & International*
Focus Brands

Jess Dance
Shareholder
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Jennifer Dolman
Partner, Litigation
Osler, Hoskin
& Harcourt LLP

Jarina Duffy
Attorney
Saxton & Stump

Joe Fittante
Shareholder
Larkin Hoffman

Susan Grueneberg
Member
Cozen O'Connor

Maral Kilejain
Partner
Haynes & Boone

JoyAnn Kenny-Charlton
Attorney
FisherZucker LLC

Jacqueline Lee
*Vice President, General
Counsel*
Flynn Restaurant Group

Kyle Lennox
Attorney
Greenberg Traurig, LLP

Tim Patterson
Business Litigator, Advisor
Foley & Lardner

Leslie Pujo
Partner
Plave Koch PLC

David B. Ramsey
Partner
Kaufmann Gildin
& Robbins LLP

Frank Robinson
Partner
Cassels Brock
& Blackwell LLP

Melissa Rothring, CFE
*Executive Vice President,
General Counsel, & Corporate
Secretary*
Huddle House, Inc.

Antonia Scholz
Partner
Cheng Cohen LLC

Michael Sturm
Partner
Lathrop GPM

Stephanie Zosak
Associate
DLA Piper LLP (US)

REGISTER ► franchise.org/events/2023-legal-symposium

WHO SHOULD ATTEND:

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



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Contact **Lynette James** today at ljames@franchise.org to secure your sponsorship.

REGISTER AT: franchise.org/events/2023-legal-symposium

SCHEDULE-AT-A-GLANCE

All 2023 Legal Symposium Sessions will take place at the Grand Hyatt Washington in Washington, DC

SUNDAY, MAY 7

3:00 pm – 7:00 pm	Registration Open
3:00 pm – 4:30 pm	Legal Legislative Committee Meeting
5:30 pm – 6:30 pm	Welcome Reception
7:00 pm – 9:30 pm	Speakers' Networking Dinner Event

MONDAY, MAY 8

7:00 am – 6:00 pm	Registration
7:15 am – 8:15 am	Rising Legal Professional Breakfast Program (Breakfast available at 7am)
8:00 am – 9:00 am	Breakfast
8:30 am – 10:15 am	Welcome & General Session
10:15 am – 10:30 am	Refreshment Break
10:30 am – 11:45 am	Round #1 - Concurrent Sessions <ol style="list-style-type: none">1. Franchising and the Metaverse2. Positioning for a Strategic Transaction: Getting Your House in Order3. Commissions, Rebates, and Disclosure: Oh My!4. Franchisor Market Withdrawal: The Continuum and Conundrums5. Lessons Learned by Franchise Systems from Crisis Events6. Basics Track: Trademarks & IP7. Labor Wars: The Union Strikes
12:00 pm – 1:30 pm	Boxed Luncheon & Roundtables
1:45 pm – 3:00 pm	Round #2 - Concurrent Sessions <ol style="list-style-type: none">1. Recent Developments in Trademark Law and its Effect on Franchising2. Challenges After Acquiring and Managing a New Brand3. Pros and Pitfalls of Legal Department Collaboration between Franchisees and Franchisors [Ethics Class]4. Navigating Privacy Regulation and Franchise System Implications in 2023 and Beyond5. Frequently Arising Issues in Arbitration6. Mediation of Franchise Disputes: A Mediator's Perspective7. Basics Track: Handling Defaults and Terminations
3:00 pm – 3:30 pm	Refreshment Break
3:30 pm – 4:45 pm	Round #3 - Concurrent Sessions <ol style="list-style-type: none">1. Taking International Expansion to the Next Level: A Practical Guide to International Franchising2. Franchising in the Age of Digitization, Robotics and Automation3. Beyond Financial Performance Representations4. Basics Track: Franchise Litigation5. Franchisor Environmental, Social, Governance (ESG) Plans and Brand Standards6. The Effect of Anti-Waiver Clauses in Franchise Litigation
5:00 pm – 6:00 pm	Networking Reception

TUESDAY, MAY 9

7:00 am – 4:15 pm	Registration
8:00 am – 9:00 am	Breakfast
8:30 am – 10:00 am	General Session w/ Judicial Update
10:00 am – 10:15 am	Refreshment Break
10:15 am – 11:30 am	Round #4 - Concurrent Sessions <ol style="list-style-type: none">1. Navigating Privacy Regulation and Franchise System Implications in 2023 and Beyond2. Recent Developments in Trademark Law and its Effect on Franchising3. Frequently Arising Issues in Arbitration4. Challenges After Acquiring and Managing a New Brand5. Taking International Expansion to the Next Level: A Practical Guide to International Franchising6. Basics Track: Registration & Disclosure
11:45 am – 1:15 pm	General Session Luncheon on Business Model Issues with IFA Government Relations
1:30 pm – 2:45 pm	Round #5 - Concurrent Sessions <ol style="list-style-type: none">1. Franchisor Market Withdrawal: The Continuum and Conundrums2. Lessons Learned by Franchise Systems from Crisis Events3. Beyond Financial Performance Representations4. The Effect of Anti-Waiver Clauses in Franchise Litigation5. Franchising in the Age of Digitization, Robotics and Automation6. Basics Track: Mergers & Acquisitions
2:45 pm – 3:00 pm	Refreshment Break
3:00 pm – 4:15 pm	Round #6 - Concurrent Sessions <ol style="list-style-type: none">1. Commissions, Rebates, and Disclosure: Oh My!2. Franchising and the Metaverse3. Mediation of Franchise Disputes: A Mediator's Perspective4. Basics Track: International5. Pros and Pitfalls of Legal Department Collaboration between Franchisees and Franchisors [Ethics Class]6. Positioning for a Strategic Transaction: Getting Your House in Order
4:15 pm	Legal Symposium Adjourns

For full descriptions and speakers for the sessions above, see pages 5-9.

PROGRAM HIGHLIGHTS



WELCOME & GENERAL SESSION

Welcome:

Karen Satterlee, SVP and Assistant General Counsel, Asia Pacific, Hilton Worldwide Holdings, Inc.

General Session:

CEOs Address the State of Affairs in Franchising

A panel of CEOs will discuss issues that are top of mind for franchise companies, including strained labor markets and the impact of the new joint employer rule proposed by the NLRB as well as proposed state legislation that imposes joint liability for employment matters on franchisors and franchisees as well as strategies for creating company cultures that increase employee retention and satisfaction.

Moderator: **Matt Haller**, President & CEO, International Franchise Association

Speakers: **David Humphrey**, Chair of IFA; Vice Chair, Ignite Fitness Holdings; **Greg Flynn**, Chairman/CEO, Flynn Restaurant Group, LLC; **Christina Russell**, CEO, Radiance Holdings; **John Teza**, President & CEO, Hand & Stone Franchise Corp

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. New this year, we have added non-legal franchise business facilitators to this session.

GENERAL SESSION: JUDICIAL UPDATE

Join us for the always popular Judicial Update where our speakers 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 business operations.

Moderator: **Keri McWilliams**, Partner, Nixon Peabody

1. Recent Developments in Franchising Regarding Independent Contractor Classification and Joint Employer Status

Speaker: **Maury Baskin**, Shareholder, Littler

2. New Developments in International Law:

Speaker: **Stewart Germann**, CFE, Partner, Stewart Germann Law Office

3. Data Security & Privacy:

Speaker: **Lee Plave**, CFE, Partner, Plave Koch PLC

4. Potpourri: Notable Franchise Cases From the Past Year

Speaker: **Nina Greene**, Partner, Venable LLP



PROGRAM HIGHLIGHTS (continued)



GENERAL SESSION: TALK FROM THE TRENCHES: TAKING THE OFFENSIVE TO SHAPE THE FUTURE OF THE FRANCHISE MODEL AND STRENGTHEN FRANCHISOR/FRANCHISEE RELATIONSHIPS

Franchising is increasingly in the crosshairs of state legislators and federal agencies. There are opportunities to improve franchise disclosures and relationships, but those improvements should originate from the franchisors and franchisees who live the day-to-day of franchising. Led by preeminent franchise minds, this general session will feature the hard conversations that we need to continue having in the coming months to protect the franchise model: creating transparency and visibility through robust disclosures and providing pathways to strengthen franchisor/franchisee relationships through open communication and balanced dispute resolution.

Moderators: **Sarah Bush**, General Counsel, IFA; **Jeff Hansom**, V.P., State & Local Government Relations & Counsel, IFA
Speakers: **Ronald K. Gardner**, Partner, Dady & Gardner; **David W. Koch**, Partner, Plave Koch PLC; **Karen Satterlee, CFE**, SVP and Assistant General Counsel, Asia Pacific, Hilton Worldwide Holdings, Inc.; **Michael Seid**, Founder and Managing Director, MSA Worldwide

RIISING LEGAL PROFESSIONAL MEET UP BREAKFAST PROGRAM

A breakfast professional development program for rising franchise law professionals **with up to 5 years legal experience**. Meet up with colleagues in a similar stage career as yours. Build your network, share best practices, and learn from seasoned in-house and outside counsel on how to grow your career in franchise law.

- What do CEO's want and expect from their in-house and outside counsel? Are the expectations different between the two?
- What qualities do successful in-house and outside counsel exhibit?
- What is the single biggest mistake in-house and outside counsel make as a franchisor advisor?
- What are the keys to understanding the business of franchising?
- How do you stand out amongst your peers and add real value to the franchised business?

Speakers: **Kristin Corcoran**, VP of Corporate Counsel, Marco's Pizza; **Ted Pearce**, Bradley Arant Boult Cummings LLP; **Karen Satterlee, CFE**, SVP and Assistant General Counsel, Asia Pacific, Hilton Worldwide Holdings, Inc.

BREAKOUT SESSIONS

Beyond Financial Performance Representations

Traditional financial performance representations (“FPR”) used by franchisors in their franchise disclosure documents (“FDD”), generally disclose historical top line gross sales or gross revenue, selected costs and perhaps a profit and loss statement of the system’s franchised outlets and, sometimes, corporate/affiliate-owned outlets. While these “traditional” FPRs are utilized throughout the industry, there are situations where that type of FPR is either unavailable to a franchisor, the information is not retained, or the “traditional” FPR by itself may not be meaningful to a prospective franchisee’s assessment of a franchise opportunity. In those instances, many franchisors use selected operating statistics and results to facilitate a prospective franchisee’s understanding of the key drivers of financial performance in their franchise systems. This Panel will outline how the Federal Trade Commission (“FTC”) defines a FPR under the FTC Franchise Rule (“FTC Rule”) and general considerations in disclosing non-traditional FPRs by examining sample FPRs.

Moderator: **Megan Center**, Partner, Quarles & Brady LLP

Speakers: **Iris Rosario**, Senior Counsel, Franchise, Choice Hotels International; **Joyce Mazero**, Shareholder, Polsinelli

Challenges After Acquiring and Managing a New Brand

This panel will discuss how a franchisor and its affiliates manage multiple brands of franchise systems, specifically discussing trademark issues, territory overlap and impact concerns, disclosure, marketing, brand standards and differentiation. The panel will also discuss other issues that occur when offering multiple brands (whether in the same or different industries), as well as issues that arise after a multi-brand company merges with or acquires another franchise brand, including brand integration, updating system standards, rebranding, encroachment between now affiliated brands, and addressing predecessor’s franchise sales noncompliance.

Moderator: **Jarina Duffy**, Attorney, Saxton & Stump

Speakers: **David Kaufman**, Senior Partner & Founding Member, Kaufmann Gildin & Robbins LLP; **Melanie Parker**, Senior Vice President, Legal and Franchise Administration, BELFOR Franchise Group

Commissions, Rebates, and Disclosure: Oh My!

With an increasing focus on supplier rebates and commissions to franchisors from franchisees and regulators seeking to impose stricter and more specific disclosure requirements, it can be difficult for franchisors to navigate and they may need to re-evaluate their sourcing and distribution relationships. This session will also discuss best practices for use of rebates and other supplier payments.

Moderator: **Marion Coldonat**, Senior Corporate Counsel-Supply Chain & International, Focus Brands

Speakers: **Aaron S. Blynn**, Partner, Genovese, Venable, LLC; **Toni Brown**, Of Counsel, Greenberg Traurig, LLP; **David Humphrey**, IFA Chair; CEO, ECP-PF Holdings Group, Inc.

Franchising and the Metaverse

This program would provide an overview of considerations for franchisors planning to do business in the Metaverse, including discussions of trademark protection, privacy/security issues, and payment currency and processing.

Moderator: **Vince Frantz**, Partner, Cheng Cohen LLC

Speaker: **Xheneta Ademi**, Quarles & Brady LLP

BREAKOUT SESSIONS (continued)

Franchising in the Age of Digitization, Robotics and Automation

Whether it is the integration of new technology, the automation of operational functions, or the complete ground-up development of franchised businesses on the back of advanced technology or robotics, digitization and technological advancement pose endless and always evolving issues for franchising. While intended to solve modern business concerns, such as labor and staffing challenges, to generate and capture customer and transaction data, and to create more predictable and stable financial models, these technologies likewise create novel and complex legal issues that are only beginning to come to light. Covering such things as system change, allocation of risk between franchisors, franchisees and delivery platforms, risks and opportunities on joint-employer dynamics, managing contractual and disclosure obligations, and others, this session will illustrate the current landscape and provide best practices and predictions for the quickly developing future of franchising.

Moderator: **Rebecca Valo**, Partner, Cassels

Speakers: **Jim Cagle**, Managing Counsel, Senior Director, Technology Practice Group, Legal Department, McDonald's Corporation; **Jason Murray**, Partner, K&L Gates; **Don Wray**, Senior Corporate Counsel, Domino's

Franchisor Environmental, Social, Governance (ESG) Plans and Brand Standards

This session will discuss the origin and goals of ESG efforts. The panel will discuss the challenges of building and integrating ESG standards into a franchise system, including whether and how the franchisor can impose systemwide changes to equipment, vendors, and products and services offered to the end consumer; impact on brand reputation; compliance with regulatory requirements; and other franchise relationship issues.

Moderator: **Maral Kilejain**, Partner, Haynes & Boone

Speakers: **Patty Cousins**, Global Officer, Human Resources Business Operation, Marriott International; **Laura Roberts**, Chief Legal Officer, Corporate Secretary and Compliance Officer, Bojangles; **Carlos White**, Franchise, Licensing, & Corporate Partner, Lathrop GPM LLP

Franchisor Market Withdrawal: The Continuum and Conundrums

- This session will focus, from U.S. and Canadian perspectives, on issues arising when a franchisor withdraws from a market, including by complete withdrawal, partial exit, "quiet quitting", "ghosting", bankruptcy, and discontinuance of a service/product/brand.
- Consideration will be given to contractual obligations, franchise relationship laws, the duty of good faith and fair dealing, and good cause.
- The panel will also address, from both a franchisor and franchisee perspective, practical strategies for dealing with a withdrawal scenario, both before and after.

Moderator: **Jennifer Dolman**, Partner, Litigation, Osler, Hoskin & Harcourt LLP

Speakers: **Deborah Coldwell**, Partner, Haynes and Boone, LLP; **Michael Einbinder**, Partner, Einbinder & Dunn LLP

BREAKOUT SESSIONS (continued)

Frequently Arising Issues in Arbitration

This program will cover recent developments and frequently arising issues in arbitrations, including in the areas of who decides whether claims are to be arbitrated or litigated; enforceability of agreements to arbitrate; class/multi-claimant waivers; locale issues; waiver; and the ability to require non-signatories to participate in arbitrations and party limitations.

Moderator: **Frank Sciremammano**, Partner, Lathrop GPM LLP

Speakers: **Stephanie Blumstein**, Partner, A.Y. Strauss, LLC; **Jim Goniea**, General Counsel, Self Esteem Brands

Labor Wars: The Union Strikes

Welcome to labor activism of the future. As the events of the last year have shown, organizing activity has reached new heights, at unprecedented speeds, by leveraging digital tools, a values-driven workforce, and a labor-friendly administration. With the NLRB announcing proposed rulemaking that will resurrect the Obama-era joint-employer standard, franchisees and franchisors alike must take a proactive approach to positive employee relations. This panel will address how labor organizing in the digital era differs from years past and what steps the franchising community should be taking right now to prepare.

Moderator: **Stefan J. Marculewicz**, Shareholder, Littler Mendelson, P.C.

Speakers: **Steven Dickie**, Partner, Employment & Labour, Osler, Hoskin & Harcourt LLP; **Jaime Novikoff**, Counsel Labor Relations, Hilton Worldwide; **Thomas O'Connell**, Chair of Franchise Practice, Buchalter

Lessons Learned by Franchise Systems from Crisis Events

This session will discuss how franchise systems can plan for crisis events and the ways to cope with crisis events as they occur. There will be a particular focus on the impact to franchise systems as a result of the war in Ukraine and related sanctions impacting Russia, including supply chain disruptions and the enforcement of intellectual property rights.

Moderator: **David Oppenheim, CFE**, Shareholder, Greenberg Traurig, LLP

Speakers: **Julie Purcell**, Senior Counsel, Compliance, Wyndham Hotels & Resorts; **Larry Weinberg**, Partner, Cassels LLP

Mediation of Franchise Disputes: A Mediator's Perspective

Mediations - what you can learn about mediating franchise disputes -- how experienced mediators and the clients see it. Join multi-brand general counsel and franchise-focused mediators in a discussion of what works and what doesn't work in the mediation of a franchise dispute, and how to improve your client's opportunity for successful resolution.

Moderator: **Harris Chernow**, Partner, Reger Rizzo Darnall LLP

Speakers: **Arthur Pressman**, FCIArb, Arthur L. Pressman Dispute Resolution Services, LLC; **Chuck Modell, CFE**, Larkin Hoffman Law Firm; **Sherin Sakr**, Chief Legal Officer, WellBiz Brands, Inc.

Navigating Privacy Regulation and Franchise System Implications in 2023 and

BREAKOUT SESSIONS (continued)

Beyond

This session will discuss developments in Privacy and Data Security, including new state laws, recent federal data privacy legislative activity, and the FTC's advance notice or rulemaking. The panel also will offer practical tips and best practices for complying with unique issues faced by franchisors, including balancing joint employer issues with brand standards.

Moderator: **Allaire Monticollo**, Associate, Venable LLP

Speakers: **Norah Phillips**, Former FTC Commissioner; **Mara Zusman**, Vice President, Global Privacy, Data Security, Incident Response, and Human Rights, Hilton

Positioning for a Strategic Transaction: Getting Your House in Order

When your company is well-prepared for the exit process it means that everything a buyer will want to scrutinize—contracts, employee records, customer agreements, compliance documentation, HR and IP issues, etc.—is accurate, up-to-date, and organized in a way that makes it easy to review. Being prepared for the acquisition process, long before an exit is anticipated, will not only make you look more attractive to potential buyers, but will also maximize the value of your company and expedite the transaction timeline. This session will focus on best practices and tips on positioning your brand for acquisition from a legal perspective, both on the part of the franchisor and its franchisees, prior to the execution of a letter of intent.

Moderator: **Joel Buckberg**, Shareholder, Baker Donelson

Speakers: **Amy Cheng**, CFE, Partner, Cheng Cohen; **Aziz Hashim**, Managing Partner, NRD Capital

Pros and Pitfalls of Legal Department Collaboration between Franchisees and Franchisors

This session will address best practices to maximize the value and mitigate risk in navigating the partnership between franchisee and franchisor legal departments.

Moderator: **Amanda Dempsey**, Shareholder, Saxton & Stump

Speakers: **Savannah Franklin**, General Counsel, Pizza Hut; **Jacqueline Lee**, Vice President, General Counsel, Flynn Restaurant Group; **Alden Parker**, Regional Managing Partner, Co-Chair, Hospitality Practice, Fisher Phillips

Recent Developments in Trademark Law and its Effect on Franchising

This session would discuss new developments in the area of trademark and trade secret law, including updates in trademark law under the Trademark Modernization Act of 2020, recent case law and statutory development and their impact on the enforceability and drafting of non-competition, non-solicitation, and confidentiality provisions, and practical considerations arising from the continued evolution of technology (i.e. NFTs and virtual worlds).

Moderator: **Melissa Rothring**, CFE, Executive Vice President, General Counsel, & Corporate Secretary, Ascent Hospitality Management LLC

Speakers: **James (Jimmy) Faris**, Partner, Caiola & Rose, LLC; **Collier Johnson**, Trademark Attorney, Kilpatrick Townsend & Stockton LLP; **Candice Reder**, Of Counsel, Ice Miller LLP

Taking International Expansion to the Next Level: A Practical Guide to

BREAKOUT SESSIONS (continued)

International Franchising

This program explores how franchisors can work with local counsel to discuss common legal considerations and develop business and legal strategies for the successful international expansion of a franchise system. This will include an overview of international franchise structures and the appropriate form of an international franchise agreement, jurisdictions with franchise registration and disclosure laws, the use of letter of intents and international disclosure documents, as well as issues such as withholding taxes and dispute resolution.

Moderator: **Kyle Lennox**, Attorney, Greenberg Traurig, LLP

Speakers: **Ashley Graffeo**, Senior Legal Counsel-Global Franchise, The Wendy's Company; **Roman Kupchynsky III**, Corporate Counsel, Dickey's Barbeque; **Kevin Maher**, Partner, International Commercial, Baker & McKenzie LLP

The Effect of Anti-Waiver Clauses in Franchise Litigation

How do state franchise law anti-waiver clauses and contractual disclaimers affect franchise litigation from both a franchisor and franchisee perspective.

Speakers: **Ronald K. Gardner**, Partner, Dady & Gardner; **Natalma (Tami) McKnew**, Partner, Fox Rothschild



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. A different topic will be offered during each breakout session time slot.

Basics Track: Franchise Litigation

If a franchise relationship is like a marriage, then divorce is also part of the analogy. Litigation arises when the parties are unable resolve their disagreements by themselves. This session will cover the lifecycle of a franchise action from start to finish. The panel will discuss important procedural considerations, typical claims and defenses, and practical strategies for optimizing your likelihood of success whether in settlement or trial. The topics will include:

- Forum selection and choice of law
- ADR: arbitration and mediation
- Discovery issues
- Motion practice
- Common claims, defenses, and remedies
- Trial themes and strategies
- Settlement considerations

Moderator: **Tim Patterson**, Senior Counsel, Foley & Lardner LLP

Speakers: **William Sentell**, Partner, Akerman LLP; **Kim Morris**, General Counsel, Camp Bow Wow

Basics Track: Handling Defaults and Terminations

Often considered an administrative process, the management of handling defaults and terminations is anything but. Strategy, relationships and process management are core components of these critical workflows. This session will cover the fundamentals of these workflows and provide practical guidance to reduce risk in a franchise system and to protect the brand.

Moderator: **Evan Colbert**, Associate General Counsel, Wellbiz Brands, Inc

Speakers: **Len MacPhee**, Shareholder, Polsinelli; **Maureen O'Brien**, Of Counsel, DLA Piper

Basics Track: International

This International Franchising Basics Track intensive program bridges the annual IFA Legal Symposium and annual IBA/IFA Joint Conference on International Franchising that immediately follows. This co-production leverages the vast international franchising resources that will be in attendance. We invite you to learn the fundamentals from an incredibly knowledgeable group of lawyers and other advisors from the U.S. and around the world as you prepare to stay for the IBA/IFA Joint Conference scheduled for the next day.

- Assessing a franchisor's readiness for international expansion;
- Selecting the countries for development;
- Deciding on the deal structure;
- Choosing the right franchise partner;
- Key business terms to address;
- Understanding local law and franchise registration / disclosure obligations and trademark requirements.

Moderator: **Mohammad Alturk**, Partner, Baker & McKenzie LLP

Speakers: **Arthur Anastos**, Assistant General Counsel, Little Caesars Enterprises, Inc; **Hannah Fotsch**, Associate, DLA Piper

BASICS TRACK (continued)

Basics Track: Mergers & Acquisitions

This session will cover the basics associated with a merger or acquisition transaction of a franchise system or franchisee business. Topics addressed will include:

- Overview of the deal process.
- Preparing to sell to optimize purchase price.
- Valuation metrics.
- Buyer's due diligence considerations.
- Identifying red flags – Joint Employer/vicarious liabilities, sales violations, supplier issues, data privacy, expansion concerns.
- Negotiating key terms of the purchase agreement.
- Disclosure considerations – FTC, SEC, franchisees, employees, etc.
- Post-closing integration.
- Deal considerations in the COVID era

Moderator: **JoyAnn Kenny-Charlton**, Attorney, FisherZucker LLC

Speaker: **Farheen Ibrahim**, Corporate Counsel, Unleashed Brands

Basics Track: Registration & Disclosure

This session provides an introduction to the federal and state franchise registration and disclosure laws that franchisors must comply with in offering and selling franchises in the United States. The following topics will be covered:

- What are the federal and state laws that regulate the offer and sale of franchises?
- What information must be included in the Franchise Disclosure Document (FDD)?
- What are the timing and delivery requirements for the FDD?
- Which states require registration of the FDD and what is the registration process?
- What exemptions exist for registration and disclosure under federal and state law?
- What are the requirements for amending and renewing the FDD?

Moderator: **Setareh Deljo-Roland**, Associate Attorney, Plave Koch

Speakers: **Serena Chiquoine**, Director of Legal and Franchise Administration, Great Clips, Inc.; **Kevin Graff**, Attorney, Lathrop GPM

Basics Track: Trademarks & IP

Trademarks, copyrights, trade secrets and other IP are the keystone of franchising. This session will discuss the various types of intellectual property; the role they play in franchising; the treatment they receive in the FDD and Franchise Agreement; how they are registered and protected, and how they are enforced against trademark infringers and franchisees who default.

Moderator: **Andy Ball**, Associate, Faegre Drinker Biddle & Reath LLP

Speakers: **Scott Kuykendall**, Assistant General Counsel at Neighborly; **Jane Wise**, Sr Associates, DLA Piper

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 55th 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. A different topic will be offered during each breakout session time slot.

NEW! RISING LEGAL PROFESSIONAL MEET UP

New this year, there is a breakfast professional development program for rising franchise law professionals. Meet up with colleagues in a similar stage career as yours. Build your network, share best practices, and learn from seasoned business professionals how to grow in franchise law.

ETHICS COURSE

We are offering one class on Monday and Tuesday afternoon that will be eligible for ethics credits: Pros and Pitfalls of Legal Department Collaboration between Franchisees and Franchisors. See listing on previous pages for full details

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 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
- Networking Luncheon – Tuesday afternoon
- Refreshment Breaks

IBA/IFA JOINT CONFERENCE

Do you want to learn more about the current issues facing the international franchise law community? Extend your stay in Washington to participate in the 38th Annual IBA/IFA Joint Conference, May 9-10. 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 which many regard as one of the premier networking events offered all year. By attending the IBA/IFA Joint Conference you will also earn additional CLE and CFE credits. There is a separate fee to participate in this program. For more information and to register please visit franchise.org/events/2023-ibaifa-joint-conference.



REGISTRATION

REGISTER TODAY

For the best value, register before MAY 5, 2023 at <https://cvent.me/RRnQnW>

SYMPOSIUM PRE-REGISTRATION

Pre-registration for the Legal Symposium closes May 5, 2023. After this date, please register at our On-site Registration Desk during official Registration hours. On-site registrations will be subject to an additional \$100 fee. Advanced registration for individual concurrent sessions is not required. Rooms will be set to maximum capacity and seats are available on a first-come, first-served basis. To register for all programs and events described in this brochure, please visit franchise.org/events/2023-legal-symposium.

WHAT DOES YOUR REGISTRATION FEE INCLUDE?

- Entry into all educational sessions;
- Extensive course materials;
- Welcome Reception Sunday, May 7
- Continental Breakfast Monday, May 8 and Tuesday, May 9;
- Refreshment Breaks Monday, May 8 and Tuesday, May 9;
- Lunch Monday, May 8 and Tuesday, May 9 and
- Networking Reception Monday, May 8.
- Symposium opt-in registration lists that will be distributed to all attendees and sponsors, and include their names, companies, titles, phone numbers and email addresses.*

**If you do not want your information included on the registration lists, please select opt-out on your on-line registration form.*

CLE CREDITS

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

CFE CREDITS



You will earn 4 Education Credits and 6 Participation Credits toward the completion of the Certified Franchise Executive (CFE) accreditation by attending the IFA's 2023 Annual Legal Symposium.



HOTEL INFORMATION

You may reserve your hotel room at the Grand Hyatt Washington, Washington, DC by visiting franchise.org/events/2023-legal-symposium. Our room rate for a standard room is \$364 per night (single or double). The deadline for making reservations is April 3, 2023 (or when the IFA room block is filled, whichever is first.) Once the room block is sold out, reservations will be accepted based on availability.



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