



INTERNATIONAL FRANCHISE ASSOCIATION

FRANCHISING

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one opportunity at a time.



49th Annual IFA

LEGAL SYMPOSIUM

May 15-17, 2016 | JW Marriott | Washington, DC

legalsymposium.franchise.org



Amy Cheng

Dear Colleagues:

It is my distinct honor to again serve as the Task Force Chair for the 49th Annual IFA Legal Symposium. I hope that you will join us back in Washington, DC this year.

We have worked hard to develop compelling programming for the 2016 event that will allow you to engage, discuss, learn and network with a wide variety of your peers. I know you'll have many takeaways to benefit you professionally, and I hope a few experiences that you enjoy personally.

The franchise business model faces unprecedented challenges, including joint employment issues being pressed by the NLRB and other federal and state agencies, challenges under state relationship laws, an increase in cybercrime, ongoing immigration issues, and additional regulation around the globe. In addition, the increased use of social media and new technology raises new concerns across all stakeholders in the franchise business model. These concerns have provided our task force with great fodder to develop the Symposium's various sessions, panel discussions, keynotes and other presentations for this year's meeting.

As in year's past, our goal is to arm you at the Legal Symposium with detailed knowledge and insights related to these and other issues so you can best protect your clients and help advance their respective businesses. Knowing that we need to use your time and resources efficiently and make every second worthwhile, we encourage you to enjoy the sessions, but also take the time to experience all that Washington, DC has to offer. The laws that we all work to protect and support are made in this great city and there is a lot to enjoy and experience.

On behalf of the entire Task Force, welcome to the 2016 IFA Legal Symposium in Washington, DC. We know these three days will be time well spent! Please don't hesitate to contact any of us with questions or comments.

Sincerely,

Amy Cheng
Partner, Cheng Cohen LLC
2016 Legal Symposium Chair

SPONSORS

We express our sincere thanks to the following IFA members for their support of this year's Legal Symposium program:



THANK YOU

TO OUR 2016 LEGAL SYMPOSIUM TASK FORCE

Chairman:

Amy Cheng
Partner
Cheng Cohen LLC

Leonard MacPhee
Partner, Co-Chair
Global Supply Network
Industry Team
Gardere Wynne Sewell
LLP

Vice Chair:

Jan Gilbert
Principal
Gray Plant Mooty

Arthur Pressman
Partner
Nixon Peabody

Task Force Members:

David Allsman
Attorney
FisherZucker LLC

Judith Rost
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Alexander Holburn
Beaudin + Lang LLP

Gary Batenhorst
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Brian Schnell, CFE
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Cassels Brock &
Blackwell LLP

John Haraldson
Vice President and
Division General
Counsel
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Company

Robert Smith
Partner
Wiley Rein LLP

John Hughes
Partner
DLA Piper LLP (US)

Susan Tegt
Corporate Counsel
Anytime Fitness LLC

Michael Joblove
Shareholder
Genovese Joblove &
Battista, P.A.

C. Griffith Towle
Attorney
Bartko, Zankel, Bunzel,
& Miller

David Kaufmann
Senior Partner
Kaufmann Gildin &
Robbins LLP

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& Dobbs, LLC

Justin Klein
Partner
Marks & Klein, LLP

Phillip Wharton
Chief Legal Officer
Coverall North America

SCHEDULE OF EVENTS

SUNDAY, MAY 15

3:00 pm – 7:00 pm	Registration Desk Open
3:30 pm – 5:00 pm	Legal Legislative Committee
5:30 pm – 7:00 pm	Welcome Reception
7:30 pm – 9:30 pm	Speakers' Networking Event <i>Invite Only. Must RSVP</i>



MONDAY, MAY 16

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

8:00 am – 8:30 am **Continental Breakfast**

8:30 am – 10:15 am **Welcome & General Session**



Welcome: **Aziz Hashim**, IFA Chairman of the Board & Managing Partner, NRD Capital; **Amy Cheng**, Partner, Cheng Cohen LLC

Keynote Presentation:

Cybersecurity: Conquering the New Frontier of Legal Risks

A growing number of companies across all industries have been hit hard by cyber-attacks. As the number of hackers continues to increase and as they become more sophisticated, some industry experts predict that it is only a matter of “when” rather than “if” a breach will occur. The franchise industry needs to be prepared to address these threats and to develop effective responses to cybercrime. Franchisors not only need to consider the consequences for the franchisor but also the consequences to the entire franchise system in the event of a cyber-attack on it or even on a franchisee. As the *FTC v. Wyndham* case illustrated, to combat the threat of cyber-attacks the FTC is willing to use Section 5 of the FTC Act, which gives the FTC broad authority to investigate “unfair and deceptive acts and practices in or affecting commerce,” to demand that franchisors and other act to prevent data breaches. In this case, Wyndham successfully convinced the FTC to recognize franchisees as independent businesses so long as the franchisor did not exert direct control over the franchisee’s operations. However, the case exemplifies the legal risks associated with cybersecurity: Franchisor must balance the concern for its system’s cybersecurity risks and those of its franchisees with the concern for exercising too much control over franchisee operations. The panelists will offer their perspectives on the Wyndham case and recommendations for franchisors going forward to achieve this delicate balance.

Speakers: **Scott McLester**, Executive Vice President and General Counsel, Wyndham Worldwide Corporation; **Daniel Castro**, Vice President, Information Technology and Innovation Foundation

10:15 am – 10:30 am

Refreshment Break

10:30 am – 11:45 am

Concurrent Sessions

Cybersecurity: Navigating a Terrain Fraught with Peril

- Why cybersecurity should be important to you and your organization: a look at recent events implicating cyber and data security.
- A probe into the relevant laws creating compliance obligations for franchisors and franchisees and a discussion of new and pending legislation.
- Preparing your organization to handle cyber and data security breaches.
- Utilizing insurance to manage your cyber and data security risks.
- Training and other best practices to consider towards mitigating the risks associated with cyber threats.

Moderator: Kelvin F Sellers, Deputy General Counsel, Interstate Battery Franchising & Development, Inc.

Speakers: Kirk J. Nahra, Partner, Wiley Rein LLP; **John Ansbach**, General Counsel, General Data Tech; **Kristen Dauphinaus**, TMB Underwriter, Beazley Group

Litigation – How to Benefit from Forensic Accounting in Franchising

- Brief overview of the three primary financial statements with a focus on how to review those statements under a variety of different scenarios, including assessing the financial viability of a prospective franchisee or developer, analyzing royalty reporting, and immediately prior to, or during, litigation.
- Clarifying the role of the forensic accountant and identifying when a forensic accountant should be retained in a franchise dispute.
- Litigation strategies relating to forensic accounting, including deposition strategies and tips to craft discovery requests to obtain documents that will best provide evidence of fraud, additional liabilities, or self-dealing

Moderator: Susan Tegt, Corporate Counsel, Anytime Fitness LLC

Speakers: Aaron Chaitovsky, CFE, Partner, Chair of Franchise Svc.Division, Citrin Cooperman; **Jonathan E. Perlman**, Equity Partner, Genovese Joblove & Battista, P.A.

It's All Greek to Me— Navigating Through the Particularities of International Arbitration

Most significant cross-border agreements, including franchise agreements, specify that disputes will be resolved through international arbitration. This session will cover what you need to know when you are negotiating and drafting the dispute resolution provisions, and when you are handling a cross-border dispute. Topics will include:

- Selecting the arbitration institution and rules best suited for your prospective dispute.
- Drafting the arbitration clause: the essential provisions and the bells and whistles.
- How to obtain (and enforce) emergency injunctive relief.
- Devising your strategy for selection of the arbitrators.
- What discovery will be available?
- Navigating the hearing.
- Enforcement and appeal of arbitral awards.

Speakers: Kerry Bundy, CFE, Partner, Faegre Baker Daniels LLP; **Cedric Chao**, Partner, DLA Piper LLP (US); **James Munisteri**, Co-Chair, International Dispute Resolution, Partner, Litigation, Gardere Wynne Lewell LLP

Why Can't I Buy This Instead? The Issue of Unauthorized Products and Suppliers in Franchise Systems

- The problems caused by unauthorized products and suppliers in a franchise system.
- How to identify the use of unauthorized products and suppliers.
- How to stop the use of unauthorized products suppliers.
- What to do when the Franchise system may be the source of the problem:

- o Supplier Rebates - when the Franchisor is getting a supplier rebate.
- o Pricing Issues - when Franchisees think they can buy the same thing for less.
- o Product lines - when Franchisees want to sell additional items not authorized by the Franchisor.
- o Profitability - when Franchisees are struggling to make money.

Speakers: F. Joseph Dunn, CFE, Partner, Fisher Zucker LLC; **Kirk Reilly, CFE**, Principal, Gray Plant Mooty

Franchisee Associations: Friend or Fo?

Franchise associations continue to exert more influence in many franchise systems and franchising in general. This session will focus on the current dynamics of how franchisors and franchise associations interact, including the “hot button” issues that each believe is important to the franchise system. How do the dynamics change if there is litigation or threatened litigation involving the association? When and how should a franchisor collaborate with an association while still effectively balancing the roles and responsibilities of the franchisor, the franchisees and the system as a whole? How can a franchisor and the association work together for the betterment of the system, including effective ways to address system change and innovation? What other legal considerations generally arise with franchise associations.

Moderator: Kevin Hein, CFE, Partner, Faegre Baker Daniels LLP

Speakers: Steven Miller, Senior Corporate Counsel, Big O Tires, LLC; **Eric Karp**, Attorney of Law, Witmer, Karp, Warner & Ryan LLP

Winds of Change—Tried Techniques for Effectively Managing Risk When Implementing System Wide Change

This break-out session will review:

- Assessing the best way to implement system wide change – manual revisions vs. franchise agreement amendment vs. franchise agreement renewal vs. new form franchise agreement.
- The role of disclosure in system-wide change.
- Engagement, engagement, engagement - laying the necessary groundwork to get your existing system on your side (people don't resist change, they resist being changed)
- Treading carefully - Lessons learned from cases on the role of both the implied duty of good faith and fair dealing, and relationship statutes in implementing system change.
- Rogues, lone wolves and outliers – Strategies for dealing with those who do not adopt.

Moderator: Gillian Scott, Osler, Hoskin & Harcourt LLP

Speakers: Alexander Tuneski, DLA Piper LLP; Brenda Trickey, VP & Senior Franchise Counsel, Popeye's Louisiana Kitchen; Jonathan Koudelka, The Dwyer Group

Basics Track: Registration & Disclosure

You cannot sell a franchise in the United States without complying with exacting federal and state franchise registration and disclosure requirements (unless an exemption is available – and we will be discussing those). This program will introduce you to the basics of registration and disclosure protocols required by law, and introduce you as well as some of our country's foremost franchise regulators. We will be addressing the following:

- How is the offer and sale of franchises regulated by federal and state laws?
- What disclosure document must be furnished to prospective franchisees before any franchise sale can be effected – and what must be in that document?

- Which states have franchise registration/disclosure laws and what do they require?
- How does a franchisor secure state franchise registrations necessary to engage in franchise sales activity?
- What needs to be filed or registered beyond the franchise disclosure document?
- What exemptions from registration and/or disclosure exist under federal and state franchise laws?
- When and how must a franchise disclosure document be amended and/or renewed?

Moderator: Dale Cohen, Associate, Kaufmann Gildin & Robbins LLP

Speakers: Craig Tregillus, Franchise Program Coordinator, Federal Trade Commission; Joel Buckberg, Baker, Donelson, Bearman, Caldwell & Berkowitz, PC; Dale Cantone, Assistant Attorney General, Maryland Attorney General's Office

12:00 pm – 1:30 pm

Networking Luncheon with IFA Government Relations Update

Enjoy this time to get to know other Legal Symposium attendees. IFA's Government Relations & Public Policy team 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.

1:45 pm – 3:00 pm

Concurrent Sessions

The Ins and Outs of Franchise Advertising Programs

- Setting the stage for advertising funds (system-wide and regional), advertising cooperatives and local store marketing in franchise agreements.
- Organizing and administering system-wide or regional advertising funds and advertising cooperatives, including drafting formation documents and effectively engaging franchisees in the process.
- Establishing an in-house advertising compliance program, domestically and internationally.

- How to comply with advertising regulations that govern promotional activities such as sweepstakes, charitable sales promotions, gift cards and telemarketing (TCPA), including particular structural concerns when running programs through independent franchisees.

Speakers: Ed Chansky, Shareholder, Greenberg Traurig LLP; Michael Laidhold, Partner, Plave Koch PLC; Jill Suwanski, Senior Director, Associate General Counsel, Church's Chicken

Taking International Franchising to the Next Level

"Going International" is no longer front page news. It is the major life line of a number of franchise systems who have for many years now, reached beyond traditional domestic borders for development and revenue opportunities. This workshop will provide an interactive forum for the discussion of nextgen issues faced by franchisors in their international endeavors. The panel will move past first generation issues such as deciding to go international and structuring the international franchise transaction. It will ratchet up the discussion by delving into:

- Global brand marketing
- Controlling prices across international boundaries
- Website maintenance
- Local "boots on the ground" do's and don'ts.

You won't want to miss this chance to hear from international franchise authorities on state of the art issues in this growing and exciting area of Franchising.

Moderator: Lee Plave, CFE, Partner, Plave Koch PLC

Speakers: Frank Robinson, Associate, Cassels, Brock & Blackwell LLP; Kerry Green, Abercrombie & Fitch

A Walk on the Wild Side: When Franchisor and Franchisee are on the Same Side of the “V”

This session will focus on the issues faced by franchisees and franchisors when they are co-defendants in claims advanced by consumers or other third parties, often in the class action context or sometimes involving claims brought by franchisees of the same system against each other. The session will address legal, procedural and business issues that arise in this context and practical aspects of how to work together during the dispute, including:

- Joint representation.
- Common defense agreements.
- Insurance issues.
- Preservation and assertion of indemnification claims (and tolling agreements).

Speakers: **Coleman Lechner**, Senior Counsel, Wyndham Worldwide Corporation; **Jess A. Dance**, Partner, Gardere Wynne Sewell LLP; **Nina Greene**, Partner, Genovese, Joblove & Battista P.A.

Death by Dangled Carrot—Litigating Financial Performance Representations

- Amended FTC Rule and State Statutes
- Typical FPRs and Violations
- Strategies for Proving FPR Violations
- Strategies for Defending FPR Violations

Speakers: **Earsa Jackson, CFE**, Partner, Strasburger & Price, LLP; **Michael Einbinder**, Partner, Einbinder & Dunn, LLP; **Harris Chernow**, Partner, Reger Rizzo Darnall LLP

Advising New and Emerging Franchise Companies As They Begin Their Franchise Journey and Seek to Take Their System to the Next Level

This session assumes that you or your client have made the decision to franchise and are not still deciding whether or not to do so; as such, it will focus on the legal hurdles and opportunities that new concepts must address if they want to become the next

great franchise system. In particular, this session will concentrate on the following:

- Strategies for successfully getting into and staying in the franchise world, including raising capital and developing a business plan to build an infrastructure to support franchisees.
- The shift from a legal perspective from business owner to franchisor, and the challenges, considerations and other implications of this; and
- Best practices for developing a dynamic, sustainable, successful and saleable franchise model and the necessary related systems and processes.

Moderator: **Michael R. Daigle**, Partner, Cheng Cohen LLC

Speakers: **Lynne M. Hanson**, Attorney, Moye White LLP; **Michael J. Nolan**, Executive Vice President, Chief Development Officer, Smashburger®

Financial Performance Representations—What Changes are in Store?

In October, the North American Securities Administrators Association published 19 Questions and Answers addressing the preparation of financial performance representations. By the time of the symposium, comments will have been received and considered, and NASAA will be working on a final commentary. This workshop will address all 19 proposed Questions and Answers, which cover a number of important areas:

- Status of NASAA’s FPR Commentary.
- Using company-owned outlets in making an FPR.
- What is a “subset” and what restrictions are there on creating subsets?
- Using averages.
- The data on which projections must be based.

Speakers: **Dale Cantone**, Assistant Attorney General, Maryland Attorney General’s Office; **Charles Modell, CFE**, Shareholder, Larkin Hoffman Daly & Lindgren; **Ron Gardner**, Managing Partner & Franchise Attorney, Dady & Gardner, P.A.

Basics Track: Franchise Default and Termination—Best Practices to Enforce the Contract and Protect the System

This program will discuss how to handle franchise defaults in order to secure compliance with the franchise agreement while minimizing potential franchisor liability. Topics to be discussed will include:

- 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 E. Connelly**, Partner, Wiley Rein LLP

Speakers: **Aron Friedman**, General Counsel, Comfort Keepers; **Mark Inzetta**, Chief Legal Officer, Sbarro Franchising Co., LLC

3:00 pm – 3:30 pm

Refreshment Break

3:30 pm – 4:45 pm

Concurrent Sessions

Untangling the Tangled Webs We Weave: Joint Representation Issues in Franchise Cases*

Increasing litigation costs and perceived common interests between parties on the same side of franchise disputes may lead to consideration that parties share the same legal counsel. This workshop will examine the legal and ethical concerns related to joint or common representation of parties in franchise litigation or arbitration matters, including both legal and business conflicts of interest. This workshop will examine topics that include:

- Practical arguments favoring joint or common representation, as well as risks or complications that may occur due to a joint representation.

- Situations where joint or common representation may occur, including representing a franchisor and its employees or agents in an action by a franchisee, former franchisee or prospective franchisee; representation of a franchisor and its franchisees in consumer cases or suits against or by suppliers; representing multiple franchisees in disputes against the same franchisor; representing a franchisor and its franchisee in trademark or patent infringement cases; and representing a franchisee association and its members.
- Ethical issues under the Model Rules of Professional Conduct that impact joint or common representation, including actual and potential conflicts of interest under Rule 1.7, disclosure of confidential communications, attorney-client privilege issues and duties to former clients impacting future representations.
- Possible solutions where actual or potential joint or common representation conflicts occur.
- Pragmatic considerations as to whether a joint or common representation is worth pursuing.

Moderator: Rupert Barkoff, Chair of the Franchise Team, Kilpatrick Townsend & Stockton LLP

Speakers: Daniel W. Smith, Vice President-Loss Prevention Counsel, Attorneys' Liability Assurance Society (ALAS); **Elizabeth Weldon**, Attorney, Snell & Wilmer, LLP

**Ethics Course*

Tweet, Like, Share, Repeat – Effective Management of a Franchise Brand's Social Media Program

An overview of intellectual property, franchise relationship and other issues in marketing programs using Facebook, Twitter, Instagram and other social media platforms.

- Effective control vs. effective use. Franchisor must control its brand, but sometimes social media, to be effective, must be nimble and spontaneous. What's the right level of control, and to what extent should franchisees be granted ability to control message for her or his outlet.

- Monitoring franchisee use of social media and monitoring and responding to public questions, criticisms, and complaints.
- Controlling negative reaction. What can a franchisor do in the face of bad, maybe even nefarious, public reviews and opinions?
- Post-term enforcement. How best to ensure protection after termination. Ownership of usernames and passwords to social media sites.

Moderator: Shannon McCarthy, Partner, Miller, Nash, Graham & Dunn

Speakers: Steve Claussen, Corporate Attorney, Papa Murphy's International, Inc; **Chad Finkelstein**, Partner, Dale & Lessmann LLP

Early Dispute Resolution ("EDR") – Effectively Resolve Disputes Without Having to Resort to Time Consuming and Costly Litigation

Program Bullets:

- Elements of an EDR policy
- Early, active intervention
- Use of Settlement Counsel
- Use of Neutrals with EDR focus and skills
- Steps in analysis/resolution
 - a) Marshalling internal review timely and cost-effectively
 - i) Identify key internal players
 - ii) Confirm technical ability to get at docs
 - iii) Develop neutral, full picture of facts
 - iv) Develop strong sense of the law
 - b) Evaluation of opposing counsel
 - c) Persuading the other side to agree to EDR
 - d) Information exchange – scope, trust
 - e) View of Risk from each side – use rigorous tools
 - i) Early neutral evaluation?
 - ii) Experts?
 - iii) Consensus decision tree?
 - f) Telephone/in-person negotiation
- The added complexity of multiple parties
- Next steps if unable to reach early settlement
 - a) Streamlined information exchange
 - b) Continued use of rigorous tools for risk evaluation

- c) Streamlined dispositive motion (only if advances early resolution)
- d) Streamlined trial or arbitration hearing provisions

Moderator: Phillip Wharton, Chief Legal Officer, Coverall North America
Speakers: Peter Silverman, Partner, Shumaker, Loop & Kendrick, LLP; **Anne Jordan**, President, Jordan Associates

Winds of Change – Tried Techniques for Effectively Managing Risk When Implementing System Wide Change

See initial listing on page 7 for full description.

Moderator: Gillian Scott, Osler, Hoskin & Harcourt LLP

Speakers: Alexander Tuneski, DLA Piper LLP; **Brenda Trickey**, VP & Senior Franchise Counsel, Popeye's Louisiana Kitchen; **Jonathan Koudelka**, The Dwyer Group

Why Can't I Buy This Instead? The Issue of Unauthorized Products and Suppliers in Franchise Systems

See initial listing on page 6 for full description.

Speakers: F. Joseph Dunn, CFE, Partner, Fisher Zucker LLC; **Kirk Reilly, CFE**, Principal, Gray Plant Mooty

Practical and Real World Steps a Franchisor Can Take To Provide Effective Support Without Crossing into Joint-Employer Territory

What are the appropriate roles and responsibilities of the franchisor and franchisee and when should they be defined and communicated? Can you still effectively grow the system, protect the brand standards and make system change in this new environment? Do your operations manuals need to be updated?

Moderator: Matt Murphy, CEO, Griswold Home Care, Inc

Speakers: Breton Permesly, Partner, Kaufmann Gildin & Robbins LLP, NYC; **Andrew Prescott**, Partner, Nixon Peabody

Basics Track: Mergers & Acquisitions

- Overview of deal process.
- Preparing to sell to optimize purchase price: reducing liabilities, addressing franchisee performance, and heading off issues.
- Assessing valuation: unit-level economics, quality of earnings, and projected revenue streams.
- Critical due diligence for buyer: franchise laws compliance, contract compliance by both franchisor and franchisees.
- Evaluating strength of franchise agreements: contract variations, fee structure, term, renewal rights, ability to change system, marketing requirements, area development, etc.
- Identifying red flags: joint employer/vicarious liabilities, sales violations, supplier issues, data privacy concerns, expansion ability and more.
- Negotiating key components of purchase agreement: what to expect.

Speakers: Sandy Bodeau, Principal, Gray Plant Mooty; **Margaret Montague**, Managing Director, The McLean Group LLC

5:00 pm – 6:30 pm
Networking Reception

7:00 pm
Newcomers/First-Timers Dinner
(additional fee applies)

TUESDAY, MAY 17

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: 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 business operations. Expert speakers will cover trends in the franchise relationship, compliance, dispute resolution, registration, disclosure, antitrust, professional responsibility and other important issues.

Speakers: Elizabeth S. Dillon, CFE, Principal, Gray Plant Mooty; **Corby C. Anderson**, CFE, Partner - Franchise, IP and Social Media Law, Nexsen Pruet

10:00 am – 10:15 am
Refreshment Break

10:15 am – 11:30 am
Concurrent Sessions

The Ins and Outs of Franchise Advertising Programs

See initial listing on page 7 for full description.

Speakers: Ed Chansky, Shareholder, Greenberg Traurig LLP; **Michael Laidhold**, Partner, Plave Koch PLC; **Jill Suwanski**, Senior Director, Associate General Counsel, Church's Chicken

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Speakers: **Daniel W. Smith**, Vice President-Loss Prevention Counsel, Attorneys' Liability Assurance Society (ALAS); **Elizabeth Weldon**, Attorney, Snell & Wilmer, LLP

*Ethics Course

Basics Track: Franchisor's Intellectual Property: Protecting Your Intangibles in 2016

- Understanding the role of Intellectual Property within the franchise model
- Intellectual Property FDD disclosures and model Franchise Agreement provisions
- Enforcing IP provisions of the Franchise Agreement
- Protecting Intellectual Property from threats within and outside of the franchise system
- IP Concerns facing Franchisors in 2016

Moderator: **David J. Allsman**, Attorney, Fisher Zucker, LLC.

Speakers: **Grayson Brown**, General Counsel, The Dwyer Group; **Jared Miller**, Partner, Parker, Hudson, Rainer & Dobbs, LLC

11:45 am – 1:15 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.

1:30 pm – 2:45pm

Concurrent Sessions

Advising New and Emerging Franchise Companies As They Begin Their Franchise Journey and Seek to Take Their System to the Next Level

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Moderator: **Michael R. Daigle**, Partner, Cheng Cohen LLC

Speakers: **Lynne M. Hanson**, Attorney, Moye White LLP; **Michael J. Nolan**, Executive Vice President, Chief Development Officer, Smashburger®

Tweet, Like, Share, Repeat – Effective Management of a Franchise Brand's Social Media Programs

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Moderator: **Shannon McCarthy**, Partner, Miller, Nash, Graham & Dunn

Speakers: **Steve Claussen**, Corporate Attorney, Papa Murphy's International, Inc; **Chad Finkelstein**, Partner, Dale & Lessmann LLP

Early Dispute Resolution ("EDR") – Effectively Resolve Disputes Without Having to Resort to Time Consuming and Costly Litigation

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Moderator: **Phillip Wharton**, Chief Legal Officer, Coverall North America

Speakers: **Peter Silverman**, Partner, Shumaker, Loop & Kendrick, LLP; **Anne Jordan**, President, Jordan Associates

Practical and Real World Steps a Franchisor Can Take To Provide Effective Support Without Crossing into Joint-Employer Territory

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Speakers: **Breton Permesly**, Partner, Kaufmann Gildin & Robbins LLP, NYC; **Andrew Prescott**, Partner, Nixon Peabody

Financial Performance Representations – What Changes are in Store?

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Speakers: **Dale Cantone**, Assistant Attorney General, Maryland Attorney General's Office; **Charles Modell, CFE**, Shareholder, Larkin Hoffman Daly & Lindgren; **Ron Gardner**, Managing Partner & Franchise Attorney, Dady & Gardner, P.A.

Basics Track: Franchise Litigation

- Unique aspects of franchise litigation.
- Initial case assessment and analysis of venue, forum selection clauses, choice of law, and ADR options (arbitration and mediation).
- Discussion of common claims brought by franchisors (and common defenses raised by franchisees) and remedies sought.
- Discussion of common claims brought by franchisees (and common defenses raised by franchisors) and remedies sought.
- Examination of discovery issues.
- Strategies for a successful resolution (via settlement, or at trial or arbitration).

Speakers: **David A. Jermann**, Partner, Armstrong Teasdale LLP; **Paul Fransway**, Attorney, Dickinson Wright LLP

2:45 pm – 3:00 pm

Refreshment Break

3:00 pm – 4:15 pm
Concurrent Sessions

Cybersecurity: Navigating a Terrain Fraught with Peril

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Taking International Franchising to the Next Level

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Moderator: Lee Plave, CFE, Partner, Plave Koch PLC

Speakers: Frank Robinson, Associate, Cassels, Brock & Blackwell LLP; Kerry Green, Abercrombie & Fitch

It's All Greek to Me— Navigating Through the Particularities of International Arbitration

See initial listing on page 6 for full description.

Speakers: Kerry Bundy, CFE, Partner, Faegre Baker Daniels LLP; Cedric Chao, Partner, DLA Piper LLP (US); James Munisteri, Co-Chair, International Dispute Resolution, Partner, Litigation, Gardere Wynne Lewell LLP

Franchisee Associations: Friend or Fo?

See initial listing on page 6 for full description.

Moderator: Kevin Hein, CFE, Partner, Faegre Baker Daniels LLP

Speakers: Steven Miller, Senior Corporate Counsel, Big O Tires, LLC; Eric Karp, Attorney at Law, Witmer, Karp, Warner & Ryan LLP

Basics Track: International Expansion

- Assessing countries for development
- Structuring the deal
- Choosing the right franchisee
- Key business terms to address
- Understanding local law, including franchise obligations and trademark requirements
- Understanding the applicability of U.S. law

Moderator: Alan R. Greenfield, Shareholder, Greenberg Traurig, LLP

Speakers: Mark Siebert, CEO, iFranchise Group; Adiya A. Dixon, Director – Corporate Counsel, Wendy's

4:15 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 49th Annual Legal Symposium.

BASIC TRACK

Our Basic 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.

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 a special dinner designed with their particular professional development needs in mind. We hope you will be able to join us! Separate fee and registration required.

ETHICS COURSE

We are offering one class on Monday afternoon and Tuesday morning that will be eligible for ethics credits: Untangling the Tangled Webs We Weave: Joint Representation Issues in Franchise Cases. This course will examine the legal and ethical concerns related to joint or common representation of parties in franchise litigation or arbitration matters. See listing on previous pages for full details.

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 32nd Annual IBA/IFA Joint Conference, May 17-18. 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 online visit www.franchise.org

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
- Networking Luncheon – Monday afternoon
- Annual Networking Reception – Monday evening
- Newcomer/First-Time Attendee Dinner – Monday evening (at an additional fee)
- Refreshment Breaks



SYMPOSIUM PRE-REGISTRATION

Pre-registration for the Legal Symposium closes Friday, May 6, 2016. 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. 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 www.legalsymposium.franchise.org.

WHAT DOES YOUR REGISTRATION FEE INCLUDE?

- Entry into all educational sessions;
- Extensive course materials;
- Welcome Reception Sunday, May 15;
- Continental Breakfast Monday, May 16 and Tuesday, May 17;
- Refreshment Breaks Monday, May 16 and Tuesday, May 17;
- Lunch Monday, May 16 and Tuesday, May 17; and
- Networking Reception Monday, May 16.

COURSE MATERIALS

Course materials will be made available on a flash drive and distributed with other program credentials at our onsite Registration Desk beginning Sunday, May 15. We will make all panel course materials, PowerPoint presentations and our advanced registration list (comprised of registrations received on or before April 25) available to attendees by email and on the IFA website at least 10 days in advance of the Symposium.

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 2016 Annual Legal Symposium.

HOTEL INFORMATION

You may reserve your hotel room at the JW Marriott, Washington, DC by visiting https://aws.passkey.com/event/14074088/owner/559/home?utm_campaign=64770777 or calling 1-877-393-2503 and indicating you are attending the IFA 2016 Legal Symposium. Our room rate for a standard room is \$347 (single or double). The deadline for making reservations is April 22, 2016 (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 at the group rate.



REGISTRATION FORM

49TH ANNUAL LEGAL SYMPOSIUM

May 15-17, 2016 | 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. Advance sign-up for individual concurrent sessions is not required.

Please complete one form per person. Pre-registration closes May 6, 2016. 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 _____
(A valid email address is required for your registration confirmation letter.)

- 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.**

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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 at an additional fee of \$50.

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 flash drive.)
- 1-3 registrants when registering from the same company together.....\$925
- 4 or more registrants when registering from the same company together.....\$875
- Non-Member (This price includes course materials on a flash drive.)
- Individual registrant\$1,525
- Newcomers' & First-Time Attendees' Dinner Ticket (Monday night)\$120
- 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 April 24 with payment to:
IFA's 49th Annual Legal Symposium
1900 K Street, NW, Suite 700, Washington, DC 20006 USA
Fax: 202-628-0812

QUESTIONS? Call 202-628-8000, email events@franchise.org or visit legalsymposium.franchise.org



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49th Annual IFA

LEGAL SYMPOSIUM

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REGISTER ONLINE TODAY!

legalsymposium.franchise.org

