



2018 IFA **LEGAL**  
SYMPOSIUM



INTERNATIONAL FRANCHISE ASSOCIATION

May 6-8 | Washington, DC



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# Thank You

## TO OUR 2018 LEGAL SYMPOSIUM TASK FORCE

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Inc.



Dear colleagues,

I am thrilled to again serve as the Task Force Chair for the 51st Annual IFA Legal Symposium to be held in Washington, DC.

This year's event promises to offer you numerous opportunities for professional growth and development, occasions for establishing and rekindling personal connections, and, hopefully, a bit of time to enjoy the exuberant culture of the city that I am proud to call my home.

The Task Force members, together with the IFA Staff, have assembled a robust agenda for this year's conference. We have retained presenters from diverse professional backgrounds to address a wide array of legal topics, and we invite you to join the engaging discussions. Slated areas of interest include business issues, intellectual property, international development, ethics, litigation, registration and disclosure, franchise relationships, transactions, as well as the tried-and-true "basics track" topics, all reinvigorated with fresh and current material. This year's symposium will be an excellent forum for addressing and tackling some of the most challenging issues in the franchise world today in a collaborative, collegial environment.

On behalf of the Task Force and the IFA, I would like to extend a warm welcome. We look forward to hosting you!

Sincerely,

Jan Gilbert  
Principal  
Gray Plant Mooty  
IFA Legal Symposium Task Force Chair

## 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

## SCHEDULE AT-A-GLANCE

### Sunday, May 6

- 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 Dinner (by invitation only)

### Monday, May 7

- 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
- 10:15 am – 10:30 am Refreshment Break
- 10:30 am – 11:45 am Round #1 - Concurrent Sessions
  1. Data Security and Addressing the Risks in the Franchise System
  2. Corporate Counsel Session 1 (Corporate Counsel Only)
  3. The New Revenue Recognition Rules: What is the Impact for Franchisors?
  4. The Digital Economy: Friend or Foe to Franchising?
  5. STOP INVADING MY SPACE: Encroachment Issues in Franchising
  6. How Painful Can Colliding with a Cloud Really Be? Ethics and the Cloud, a Lawyer's Dilemma
  7. Basics Track: Registration and Disclosure
- 12:00 pm – 1:30 pm Boxed Luncheon & Roundtables
- 1:45 pm – 3:00 pm Round #2 - Concurrent Sessions
  1. Trademark and Internet Brand and Reputation Protection
  2. A World of Trouble: How to Ensure That Your International Franchise Expansion Doesn't Expose you to Liability
  3. Our Officers and Employees Have Liability?
  4. Navigating the New Normal with Financial Performance Representations
  5. A Litigators Prospective on Arbitration – A Practical Session
  6. Thorny FDD Disclosure Issues
  7. Basics Track: Handling Defaults and Terminations
- 3:00 pm – 3:30 pm Refreshment Break
- 3:30 pm – 4:45 pm Round #3 - Concurrent Sessions
  1. Supply "Chain Links" and its Implications on the Franchise Systems
  2. Have Multi-Unit and Multi-Brand Franchisees Set a New Standard for Franchisors?
  3. The Devil is in the Details: Mitigating Franchise Risk Through Effective Insurance Programs

4. How Painful Can Colliding with a Cloud Really Be? Ethics and the Cloud, a Lawyer's Dilemma
5. The Digital Economy: Friend or Foe to Franchising?
6. A Practical Guide to Managing Issues Faced by Start-Up and Small Franchisors
7. Basics Track: Mergers & Acquisitions

- 5:00 pm – 6:30 pm Networking Reception

### Tuesday, May 8

- 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
- 10:00 am – 10:15 am Refreshment Break
- 10:15 am – 11:30 am Round #4 - Concurrent Sessions
  1. Trademark and Internet Brand and Reputation Protection
  2. Corporate Counsel Session 2 (Open to All)
  3. Our Officers and Employees Have Liability?
  4. Navigating the New Normal with Financial Performance Representations
  5. Supply "Chain Links" and its Implications on the Franchise Systems
  6. Basics Track: Franchisor's Intellectual Property and How to Protect It
- 11:45 am – 1:15 pm Networking Luncheon with IFA Government Relations Update
- 1:30 pm – 2:45 pm Round #5 - Concurrent Sessions
  1. A Litigators Prospective on Arbitration – A Practical Session
  2. Have Multi-Unit and Multi-Brand Franchisees Set a New Standard for Franchisors?
  3. The Devil is in the Details: Mitigating Franchise Risk Through Effective Insurance Programs
  4. A Practical Guide to Managing Issues Faced by Start-Up and Small Franchisors
  5. Thorny FDD Disclosure Issues
  6. Basics Track: Franchise Litigation
- 2:45 pm – 3:00 pm Refreshment Break
- 3:00 pm – 4:15 pm Round #6 - Concurrent Sessions
  1. Data Security and Addressing the Risks in the Franchise System
  2. A World of Trouble: How to Ensure That Your International Franchise Expansion Doesn't Expose you to Liability
  3. The New Revenue Recognition Rules: What is the Impact for Franchisors?
  4. STOP INVADING MY SPACE: Encroachment Issues in Franchising
  5. Intensive International Session (3 hours)
- 4:15 pm Legal Symposium Adjournment

# EVENT SCHEDULE

DAY  
**1**

**SUNDAY, MAY 6**

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 Dinner**

Joe's Seafood, Prime Steak and Stone Crab  
750 15th St. NW (By Invitation Only)

DAY  
**2**

**MONDAY, MAY 7**

8:00 am – 8:30 am

**Continental Breakfast**

8:00 am – 6:00 pm

**Registration Desk Open**

8:30 am – 10:15 am

**Welcome & General Session**

*Welcome:*



Jan Gilbert, Chair, Legal Symposium Task Force, Principal, Gray Plant Mooty

**Keynote Panel: The Multigenerational Workforce**

What is the difference between Baby Boomers, Gen Xers, Gen Yers and Millennials? What do we need to know about each of these groups to be the best leaders and co-workers? This panel discussion will focus on what these groups have in common and how to leverage the strengths of all employees for a successful work environment for everyone.

10:15 am – 10:30 am

**Refreshment Break**

10:30 am – 11:45 am

## Concurrent Sessions

### Data Security and Addressing the Risks in the Franchise System

This program addresses the legal and public relations considerations to protecting data and responding to data theft. The panelists will discuss the following topics in relation to the franchise system:

- The importance of advance preparation and structuring the payment system.
- The allocation of risk between franchisor and franchisee.
- How and why to avoid a breach and best practices to respond to one.
- Elements of an effective breach response plan.
- Best practices for coordinating the response among the various stakeholders with the public.
- Advising a franchisee who experiences a data breach.
- Strategies for limiting assessments from the payment card brands for fraud.

**Speakers:** Heather Enlow-Novitsky, Of Counsel, Vorys Sater Seymour & Pease; JoAnn Carlton, General Counsel, Bank of America Merchant Services; Matthew Fore, Attorney, Hilton Worldwide

### Corporate Counsel-Focused Session

(This session does not repeat, and is only open to in-house counsel)

This session will address three key topics but the moderator will encourage audience participation and discussion of other topics of interest to the group.

1. Marketing Issues: Contests, Sweepstakes, Sponsorships/Naming Rights

- Drafting rules and disclosures.
- International issues.
- Online contests.
- Privacy issues.

**Speaker:** Carol Anne Been, Partner, Dentons

2. Getting Your House in Order: Preparing for IPO or Sale to Private Equity

- Preparing for due diligence – legal and accounting.

- Establishing internal processes for post-ipo or post-acquisition operations.
- Managing franchisee relationships before, during and after IPO or acquisition.

**Speaker:** Keith Townsend, Partner, Capital Markets, King & Spalding

### 3. Implementing Brand Repositioning

- Approaches for gaining franchisee approval of strategic brand repositioning
  - Data analytics.
  - Advisory council participation.
  - Road show.
- Implementation of significant changes to brand – identifying key early adopters.
- Strategy for enforcement/succession planning for franchisees desiring to exit.

**Speaker:** Sarah Powell, Executive Vice President, General Counsel and Secretary, FOCUS Brands Inc.

**Session Moderator:** Clay Mingus, Chief Legal Officer, Twin Peaks Restaurant

## The New Revenue Recognition Rules: What is the Impact for Franchisors?

- An overview of the new revenue recognition standards.
- How the new standards relating to recognizing initial franchise fees impact a franchisor's financial statements.
- How the new standards effect how franchisors account for ad fund revenue.
- What effect will the new standards have on prior financial statements.
- What other aspects of a franchisor's business are affected by the new standards.
- What should a franchisor be doing to prepare and what can be done to minimize the impact.

**Speakers:** Josh Nicosia, Director of Legal Affairs, Jamba Juice Company; Tim Brinkley, Of Counsel, Quarles & Brady; Sandy Shoemaker, Partner, EKS & H

## The Digital Economy: Friend or Foe to Franchising?

How franchise companies are interacting with the digital economy and what threats and opportunities the digital economy presents for franchising, domestically and internationally, including:

- Brand protection in arrangements with companies such as UberEast, Instacart, etc.
- Consumer data -- who can or should own data, who can use data and how; impact of GDPR on franchise systems with contacts to the EU.

- Mobile marketing/mobile apps/TCPA issues.

**Speakers:** Leita Walker, Partner, Faegre Baker Daniels LLP; Jeff Norris, Senior Counsel, Contracts, Choice Hotels International; Kathleen Ugalde, Attorney, Subway Restaurants

## STOP INVADING MY SPACE: Encroachment Issues in Franchising

This session is designed to address all forms of potential encroachment in the franchise space, including not only traditional encroachment, involving disputes over physical territory, but also encroachment issues created by alternative channels of distribution such as the Internet, and multi-brand franchise systems. In addition to providing a review of recent cases, the panel will discuss best practices for how to avoid encroachment disputes, including practical tips for drafting territory provisions in franchise agreements that do not prevent Internet commerce and other distribution channels.

The session will examine topics including:

- History of encroachment.
- Bricks and mortar encroachment.
- E-commerce and other alternative distribution channels, including corporate, multi-brand and other retail outlets.
- Cross-brand sale impacts.

**Speakers:** Jennifer Dolman, Prartner, Litigation, Osler, Hoskin & Harcourt LLP; Scott Korzenowski, Partner, Dady & Gardner, P.A.; Erik Wulff, Partner, DLA Piper LLP (US)

## How Painful Can Colliding with a Cloud Really Be? Ethics and the Cloud, a Lawyer's Dilemma\*

In the Subject Guide to The Model Rules of Professional Conduct, there's a single reference to "technology" – a comment to Rule 1.1 (Competence) that says that lawyers "should keep abreast of changes in the law and its practice, including the benefits and risks associated with relevant technology." This session will take a deeper dive into that obligation by discussing practical ways to address ethics issues that arise from lawyers' use of ever changing and advancing technology that is supposed to make the practice of law more efficient. The discussion will include:

- Using personal smartphones and text messages to communicate.
- Storing client files in the cloud.
- Responsibility beyond the client for cybersecurity and data breaches.
- Lawyers and ISO 27001 certification.
- The global implications of technology use.

\*This is an ethics course

“A wise person knows that there is something to be learned from everyone.”

**Moderator:** Michael Daigle, CFE, Partner, Cheng Cohen LLC

### Basics Track: Registration and Disclosure

Franchisors cannot sell franchises in the United States without complying with applicable federal and state franchise registration and disclosure requirements. This program will introduce you to the basics of registration and disclosure regulation and best practices for compliance. 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 Financial Performance Representations, and why are they so important?
- What are the timing and delivery requirements for the FDD?
- What are the requirements for amending and renewing the FDD?
- Which states require registration of the FDD? What is the registration process?
- What exemptions exist for registration and disclosure under federal and state law?
- What are some best practices for making disclosure and obtaining state registrations?

**Moderator:** Chris Wallace, CFE, Vice President & Assistant General Counsel, Global Franchising, Choice Hotels International

**Speakers:** Janaki Parmar, Associate, Marriott International; John Moore, Partner, Husch Blackwell LLP

12:00 pm – 1:30pm

### 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.

1:45 pm – 3:00 pm

## Concurrent Sessions

### Trademark and Internet Brand and Reputation Protection

Brand protection is important to both the franchisor and the franchise system. This session will explore online reputation attacks, misleading online marketing, and online trademark abuse. It would examine how to promote a franchise brand online within the framework of applicable law and how to defend a franchise brand from online attacks, as well as the proactive steps/best

practices that franchisors and their in-house counsel should consider when developing and managing the franchise system. This session would be of interest to all attorneys, in-house and external counsel, transactional and litigation.

**Moderator:** Dale Cohen, Partner, Kaufmann Gildin & Robbins LLP

**Speakers:** Eleanor Gerhards, CFE, Attorney at Law, Fox Rothschild LLP; Colleen Devaney, Vorys Sater Seymour & Pease; Carolyn Dinberg, Vice President and Associate General Counsel, Intercontinental Hotel Group

### A World of Trouble: How to Ensure That Your International Franchise Expansion Doesn't Expose You to Liability

Expanding and exporting your franchise system to other countries can be a boon to franchisors. However, with the potential reward often comes significant risk. This presentation will identify key international judicial decisions where franchisors have been found liable in respect of the failure of foreign franchisees. Using these case studies, the presenters will highlight the problems international franchisors have had in expansion, and identify potential solutions or precautions that franchisors can undertake to ensure that they are not exposed to liability

**Speakers:** Andrew Loewinger, Partner, Nixon Peabody; Richard White, Associate, Baker & McKenzie; Stephane Teasdale, Partner, Cassels Brook & Blackwell LLP

### Our Officers and Employees Have Liability?

An examination of the theories to assert individual liability against employees, officers and directors, and applicable defenses.

**Moderator:** Cheryl Sabnis, Partner, Labor and Employment, King & Spalding

### Navigating the New Normal with Financial Performance Representations

With all franchisors now operating under the new Item 19 requirements, this program will explore some of the thornier issues emerging in the wake of the 2017 NASAA FPR commentary, including compliance pitfalls and trends among state franchise examiner comments. This program aims to provide insight to both new and experienced franchise disclosure draftspersons, exploring some of the murkier questions surrounding the permissible use of subsets, data from company-owned locations, the treatment of managed



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locations, and separating disclaimers from material explanations.

**Speakers:** Sandy Wall, Of Counsel, DLA Piper LLP (US); Michael Laidhold, Partner, Plave Koch PLC; Timothy O'Brien, Chief Examiner, VA Division of Securities & Retail Franchising

## A Litigators Prospective on Arbitration—A Practical Session

Arbitration can be an effective tool to resolve disputes and eliminate certain risks. Too often franchisors ignore these benefits and don't take full advantage of their right to arbitrate. This session provides an overview of arbitration rights and key trends. It then applies that information to focus on how best to position your company for handling and resolving disputes in arbitration. You'll hear from experienced litigation attorneys who will explain practical ways to better control the arbitration and outcome and also eliminate certain litigation risks.

**Moderator:** James Susag, Attorney, Larkin Hoffman Daly & Lindgren

**Speakers:** Melissa Durso, Senior Supervising Counsel, Subway Restaurants; Honorable Jeffrey Keyes, Retired U.S. Magistrate Judge

## Thorny FDD Disclosure Issues

This session will take a deep dive into particularly complicated issues to understand when drafting FDDs. The panelists will discuss disclosure hot buttons for state examiners, potentially conflicting disclosure requirements among the states, and certain FTC FAQs often missed by practitioners. The session will also include a discussion regarding timing of amendments upon the occurrence of a material change and how to address the different amendment requirements of the states and the FTC Rule.

**Speakers:** Diana Vilmenay, Attorney, Gray Plant Mooty; Amy Cheng, Partner, Cheng Cohen LLC

## Basics Track: Handling Defaults and Terminations

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 and post-term obligations.

**Speakers:** Alyssa Barnes, Group Vice President, Franchising and Hotel Management, Wyndham Worldwide Corporation; Michael Einbinder, Partner, Einbinder & Dunn LLP

3:00 pm – 3:30 pm

**Refreshment Break**

3:30 pm – 4:45 pm

## Concurrent Sessions

### Supply “Chain Links” and its Implications on the Franchise Systems

This session will address:

- Establishing and implementing efficient supply chain management protocols in a mature system.
- Alternatives to single broad-line distributors (e.g. network of broad-line, regional and local distributors; alternative farming).
- Leveraging supply chain efficiencies across systems in multi-brand companies (group purchasing and co-operatives).
- Managing supplier relationships (using KPIs effectively to drive performance).
- Managing franchisee compliance (e.g. achieving volume commitments to maintain pricing).
- Global trade issues/corporate responsibility.

**Speakers:** Sarah Walters, Senior Counsel, Gardere Wynne Sewell LLP; Suzanne Trigg, Partner, Haynes and Boone; Steve Pattison, CFO, Restaurant Services, Inc.

### Have Multi-Unit and Multi-Brand Franchisees Set a New Standard for Franchisors?

Multi-unit franchisees have been heralded as attractive and the new norm in franchising, and multi-brand franchisees have also grown in popularity. This session will explore a number of elements pertaining to such franchisees including discussion on the following:

- Current trends in these forms of franchising.
- Traditional benefits of multi-unit and multi-brand franchisees, and whether they remain an attractive proposition for franchisors.
- Risks and setbacks associated with these sorts of franchisees.
- Practical suggestions on securing, signing and partnering with multi-unit and multi-brand franchisees.

**Speakers:** Harris Chernow, Partner, Reger Rizzo Darnall LLP; Tom Wells, Managing Director, 10 Point Capital; Edward Levitt, CFE, Partner, Dickinson Wright LLP



## The Devil is in the Details: Mitigating Franchise Risk Through Effective Insurance Programs

- Essentials to creating and executing an effective strategic risk and insurance management plan that will protect your franchise system and brand.
- Best practices for developing and implementing insurance programs for franchisees.
- Litigation risk with, and without, a comprehensive insurance policy program.
- Understanding the need and complexities of cyber insurance in franchising.
- Strategies for insuring the balance sheet and directors' and officers' personal assets.

**Speakers:** Tim Bryant, Attorney, Preti Flaherty; Courtney Seely, General Counsel, Ultimate Fitness Group, LLC; Peter R. Taffae, Managing Director, FranchisePerils, a division of ExecutivePerils, Inc.

**Moderator:** Kevin Hein, CFE, Chief Development and Strategy Officer, Alexius, LLC

## How Painful Can Colliding with a Cloud Really Be? Ethics and the Cloud, a Lawyer's Dilemma\*

See initial listing on page 4 for full description and speakers

\*Ethics course

## The Digital Economy: Friend or Foe to Franchising?

See initial listing on page 4 for full description and speakers

## A Practical Guide to Managing Issues Faced by Start-Up and Small Franchisors

This session will provide a practical guide to managing several of the issues that smaller and start-up franchisors encounter as a result of their size, inexperience, and growth. The workshop will cover issues related to structuring a franchise system (such as determining terms of the offering and state registration strategy); development and use of financial performance representations and estimated initial investment disclosures; and franchise relationship issues (including sales, pre-opening assistance, and enforcement of standards). The panelists will provide practical tools, checklists and other materials that can be used by franchisors and their legal counsel.

**Speakers:** Leslie Pujo, Partner, Plave Koch PLC; Sawan Patel, Attorney, Larkin Hoffman Daly & Lindgren; Cheryl Lucente, Director, Senior Counsel, BBI Legal, Bloomin' Brands, Inc.

## Basics Track: Mergers & Acquisitions

- Overview of deal process.
- Preparing to sell to optimize purchase price.
- Valuation process.
- Critical issues of buyer's due diligence: franchise laws compliance, contract compliance.
- Identifying red flags: joint employer/vicarious liabilities, sales violations, supplier issues, data privacy, expansion concerns.
- Negotiating key terms of purchase agreement.
- Post-closing integration.

**Speaker:** Jeremy Holland, Principal, The Riverside Company; Anthony Marks, Counsel, Bryan Cave, LLP  
5:00 pm – 6:30 pm

### Networking Reception

7:00 pm

### Optional Dinner with Attendees

Find yourself free Monday night and would like to meet other Legal Symposium attendees for dinner in DC? We can help arrange a dinner reservation for attendees to meet and network. If you are interested, please send an email to [events@franchise.org](mailto:events@franchise.org) and we will email you closer to the event regarding your dinner reservation. Please note, cost for dinner would need to be covered by each attendee.



**TUESDAY, MAY 8**

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

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. Expert speakers will cover trends and cases in the following five areas:

**Employment:** the cases falling under this category all generally involved claims that a franchisor was liable for wage-and-hour and other employment-related

“Knowledge is power. Information is liberating. Education is the premise of progress.”

-KOFI ANNAN

violations, either on a misclassification theory or a joint employer theory.

**Speaker:** Jess Dance, Partner, Global Supply Network Industry Team, Gardere Wynne Sewell LLP

**Class or “Mass” Actions:** the cases falling under this category considered franchisor liability issues arising in the context of either consumer class action complaints or mass actions brought by a group/association of franchisees.

**Speaker:** Alejandro Brito, Partner, Zarco, Einhorn, Salkowski & Brito, P.A.

**Arbitration/Forum Selection:** the cases falling under this category involve efforts to compel arbitration or to change venue based on a forum selection clause.

**State Laws:** the cases falling under this category involved claims brought under state franchise, distribution, or consumer protection laws.

**Other Cases of Importance:**

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

10:00 am – 10:15 am

**Refreshment Break**

10:15 am – 11:30 am

## Concurrent Sessions

### Trademark and Internet Brand and Reputation Protection

See initial listing on page 5 for full description and speakers

### Corporate Counsel Session 2 (Open to All Conference Attendees)

This session will provide insight into top of mind issues for corporate counsel.

#### 1. Processes and Procedures for Managing Legal Department

- Establishing procedures to maximize efficiency of legal department.
- Selecting outside counsel and managing legal budgets.

**Speaker:** Laura Roberts, General Counsel, Bojangles' Restaurants, Inc.

#### 2. Litigation Management

- Balancing management's desire to pursue litigation with business/legal common sense.
- Considerations Prior to Filing (e.g. other pending lawsuits; potential counterclaims; discovery issues; dispute resolution requirements; impact on disclosure document).
- Selecting Litigation Counsel (e.g. repeat litigation; local counsel; switching firms).
- Unintended Consequences (e.g. impact of unfavorable result; additional lawsuits based upon similar claims).

**Speaker:** Jason Adler, VP and General Counsel, Cellairis Franchise, Inc.

#### 3. Technology Issues

- Managing commercial relationships using technology (as well as identifying associated risk) (e.g. key terms in agreements for procurement, marketing, training modules and programs in addition to a/v systems, POS systems).
- Establishing and enforcing standards (e.g. establishing SLAs; impact of system failure on operations).
- Crisis management for technology failures/data breach.

**Speaker:** Gerry Wells, General Counsel & COO, Rita's Franchise Company

**Moderator:** Carl Hurwitz, Vice President & Assistant General Counsel, Marriott International

### Our Officers and Employees Have Liability?

See initial listing on page 5 for full description and speakers

### Navigating the New Normal with Financial Performance Representations

See initial listing on page 5 for full description and speakers

### Supply “Chain Links” and its Implications on the Franchise Systems

See initial listing on page 6 for full description and speakers

### Basics Track: Franchisor's Intellectual Property and How to Protect It

- What constitutes intellectual property (patents, trademarks, copyrights, trade secrets etc.)
- IP and the franchise model
  - General Guidance
  - Franchise Agreement provisions, including limitations
  - FDD disclosures
  - Protecting franchisor IP within and outside of the franchise system

- Trademark and other IP registrations on the federal and state level
  - International IP registrations and considerations
  - Enforcing Franchisor’s IP rights under the franchise agreement (including injunction overview) and FDD disclosure implications
  - Protecting IP from third party infringers
  - Legal landscapes and recent IP case law
  - IP Protection in the Internet Age (including online threats)

**Speakers:** William Graefe, CFE, Partner, FisherZucker LLC; JoyAnn Kenny, Attorney, Marks & Klein, LLP; Laura Ferrante, General Counsel, Paul Davis Restoration



11:45 am – 1:15 pm

## Networking Luncheon with IFA Government Relations Update

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.

1:30 pm – 2:45 pm

## Concurrent Sessions

### A Litigators Prospective on Arbitration—A Practical Session

See initial listing on page 6 for full description and speakers

### Have Multi-Unit and Multi-Brand Franchisees Set a New Standard for Franchisors?

See initial listing on page 6 for full description and speakers

### The Devil is in the Details: Mitigating Franchise Risk Through Effective Insurance Programs

See initial listing on page 7 for full description and speakers

### A Practical Guide to Managing Issues Faced by Start-Up and Small Franchisors

See initial listing on page 7 for full description and speakers

### Thorny FDD Disclosure Issues

See initial listing on page 6 for full description and speakers

### Basics Track: Franchise Litigation

Think of almost any industry in the world and you are bound to find a franchise or two. The ubiquitous nature of franchising means that disputes between franchisees and franchisors can arise in a variety of contexts and involve near-countless issues. However, given the unique set of business considerations involved in franchising, franchise litigation is never as simple as merely resolving the immediate dispute between a franchisee and its franchisor (or vice-versa). This session will focus on the fundamentals of franchise litigation with an eye toward understanding the distinctive business realities inherent in the franchise relationship.

**Speakers:** Alaina Karsten, Associate, Zarco, Einhorn, Salkowski & Brito, P.A.; Iris Rosario, Principal, Gray Plant Mooty; John Labukas, Attorney, Quarles & Brady

2:45 pm – 3:00 pm

### Refreshment Break

3:00 pm – 4:15 pm

## Concurrent Sessions

### Data Security and Addressing the Risks in the Franchise System

See initial listing on page 3 for full description and speakers

### A World of Trouble: How to Ensure That Your International Franchise Expansion Doesn’t Expose You to Liability

See initial listing on page 5 for full description and speakers

### The New Revenue Recognition Rules: What is the Impact for Franchisors?

See initial listing on page 4 for full description and speakers





**STOP INVADING MY SPACE:  
Encroachment Issues in Franchising**

*See initial listing on page 4 for full description and speakers*

3:00 pm – 6:00 pm

**Intensive International  
Session (3 hours)\*\***

New this year, a not to be missed International Franchising Basics Track intensive program intended to bridge the annual IFA Legal Symposium and Annual IBA/IFA Joint Conference on International Franchising that immediately follows. This co-production will better leverage the vast international franchising resources that will be in attendance. We are inviting you to learn the fundamentals from an incredibly knowledgeable group of lawyers and other advisors from the U.S. and around the world, and then register to stay for the IBA/IFA Joint Conference that follow. Use this as an opportunity to learn more, and meet franchise lawyers from the U.S. and around the world.

*Session Moderator:* Larry Weinberg, CFE, Partner, Cassels Brock & Blackwell LLP, Toronto, Canada, and Co-Chair, IBA International Franchise Committee

**Assessing the Franchisor Readiness and Markets for Expansion (including the U.S.)**

*Speaker:* Mark Siebert, CEO, iFranchise Group, Chicago, Illinois, USA

**Deal Structure – What Type of Expansion Model?**

*Speaker:* David Oppenheim, CFE, Shareholder, Greenberg Traurig, LLP, New York, New York, USA

**Key Deal Terms in an International Deal**

*Speaker:* Kerry Olson, CFE, Partner, Faegre Baker Daniels LLP, Minneapolis, Minnesota, USA

**Navigating Local Laws and Using Local Counsel, Deal Flow and Using Local Counsel – LOI's, Steps in the Deal Process**

*Speakers:* Gustavo Alcocer, Partner, Corporate & Commercial Law Group Chair, Olivaresy Compañía, S.C., Mexico City, Mexico; Kevin Maher, Partner, Baker McKenzie, Dallas, Texas, USA

**Typical Local Legal Issues**

*Speakers:* Amy Cheng, CFE, Partner, Cheng Cohen, LLC, Chicago, Illinois, USA; Karsten Metzloff, Professor, Noerr LLP, Berlin, Germany

**Roundtables Sessions by Country/Region**

*\*\*No extra charge to attend this session for anyone already registered for either Legal Symposium or the IBA/IFA Joint Conference*

4:15 pm

**Legal Symposium Adjournment**

*Stay in town for the IBA/IFA Joint Conference. More information on how to register on page 12.*

# Symposium Pre-Registration

Pre-registration for the Legal Symposium closes April 26, 2017. After this date 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.franchise.org/legal-symposium](http://www.franchise.org/legal-symposium).

## WHAT DOES YOUR REGISTRATION FEE INCLUDE?

- Entry into all educational sessions;
- Extensive course materials;
- Welcome Reception Sunday, May 6;
- Continental Breakfast Monday, May 7 and Tuesday, May 8;
- Refreshment Breaks Monday, May 7 and Tuesday, May 8;
- Lunch Monday, May 7 and Tuesday, May 8 and
- Networking Reception Monday, May 7.

## Register Today

For the best value, register before April 26, 2018 at [www.franchise.org/legal-symposium](http://www.franchise.org/legal-symposium)

## COURSE MATERIALS

Session papers will be made available on a flash drive and distributed with other program credentials at our onsite Registration Desk beginning Sunday, May 6. We will make session papers and our advanced registration list (comprised of registrations received on or before April 26) available to attendees by email and on the IFA website at least one week in advance of the Symposium. PowerPoint presentations will be made available following 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 2018 Annual Legal Symposium.



## HOTEL INFORMATION

You may reserve your hotel room at the JW Marriott, Washington, DC by visiting [franchise.org/legal-symposium](http://franchise.org/legal-symposium) or calling 800-393-2503 and indicating you are attending the IFA 2018 Legal Symposium. Our room rate for a standard room is \$365 (single or double). The deadline for making reservations is April 16, 2018 (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.







## 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 51th 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.

### ETHICS COURSE

We are offering one class on Monday afternoon and Tuesday morning that will be eligible for ethics credits: How Painful Can Colliding with a Cloud Really Be? Ethics and the Cloud, a Lawyer's Dilemma. 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 34th Annual IBA/IFA Joint Conference, May 8-9. 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 [www.franchise.org](http://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 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 – Tuesday afternoon
- Annual Networking Reception – Monday evening
- Refreshment Breaks



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 **April 26, 2018**. For registration after this date, please visit our on-site Registration Desk beginning Sunday afternoon. On-site registrations are subject to an additional \$50 fee.

Full Name \_\_\_\_\_ Nickname for Badge \_\_\_\_\_

Title \_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_ Country \_\_\_\_\_

Telephone \_\_\_\_\_ Mobile \_\_\_\_\_ Email \_\_\_\_\_

Check here if you would like to receive emails on Symposium events and issues of interest.

Is this your first Legal Symposium?

Have a special need or dietary request in order to fully participate? Please email [events@franchise.org](mailto:events@franchise.org).

**Hotel Information:**

You may reserve your hotel room at the JW Marriott online at [franchise.org/legal-symposium](http://franchise.org/legal-symposium) or calling 1-800-393-2503 and indicating you are attending the IFA 2018 Legal Symposium. Our room rate for a standard room is \$365 (single or double). The deadline for making reservations is April 16 (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.

**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**

1-3 registrants when registering together from the same company..... \$950

4 or more registrants when registering together from the same company ..... \$900

**Non-Member**

Individual registrant ..... \$1,550

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 26** with payment to:  
 IFA's 51<sup>st</sup> Annual Legal Symposium  
 1900 K Street, NW, Suite 700, Washington, DC 20006 USA  
 Fax: 202-628-0812, [events@franchise.org](mailto:events@franchise.org)

**QUESTIONS?**

Call 202-628-8000, email [events@franchise.org](mailto:events@franchise.org)  
 or visit [franchise.org/legal-symposium](http://franchise.org/legal-symposium)

International Franchise Association  
1900 K Street, NW, Suite 700  
Washington, DC 20006  
[www.franchise.org](http://www.franchise.org)