

# FranchiseTimes LEGAL EAGLES®

## Special section recognizes this year's top franchise attorneys

Articles by Joe Halpern, Alyssa Huglen, Matthew Liedke, Laura Michaels and Emilee Wentland; Survey and research by Jenny Raines

**C**hange in Washington, D.C., is just one of the many factors adding to complexities in franchise law.

To provide a roadmap for those in franchising, Franchise Times compiled its annual Legal Eagles list, a collection of the best lawyers franchisors and franchisees can turn to in 2025. These attorneys come

from firms spread across the United States and Canada, and bring a depth of experience and perspective specific to franchising.

As part of our Legal Eagles special section, Franchise Times reporters tapped this list of experts to discuss several current topics, ranging from regulatory shifts to M&A transactions. Regarding the latter, experts weighed in on what franchisees can expect when their brand is acquired, and how they can navigate the split apart through contract terminations.

Attorneys also discussed what to expect from both state and federal governments in terms of legislation and rules. In Washington, D.C., President Donald Trump's return could mean a softer approach to franchise regulation from the Federal Trade Commission and National Labor Relations Board. It could also lead to yet another change in the joint employer standard.

Various state legislatures, meanwhile, are considering new bills that could impact the franchise model and extend new protections to franchisees.

Those topics and more were also covered in the annual survey, where

Legal

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Eagles were able to give their candid views on several subjects.

This year we asked the Legal Eagles about California's broker registration law, best practices for franchise disclosure document compliance, navigating bankruptcies, and much more.

Plus, we introduce a handful of newcomers and tenured members of the Legal Eagles roster. In a comprehensive profile, we introduce you to the attorneys selected to the New Class and Hall of Fame, where they describe their career history and perspective on franchise law.

Congratulations to this year's Legal Eagles. **FT**

—Matthew Liedke





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# Franchisors could be back in favor

By Matthew Liedke

**P**resident Donald Trump's return to the White House and Republican control of Congress could lead to significant, but not quite sweeping, federal changes for franchising.

Potential policy adjustments are more likely to come from several different boards, though, rather than via executive orders or legislation. The main cause is the pendulum swinging to the conservative side at the National Labor Relations Board and the Federal Trade Commission, with probable course changes at both.

On the NLRB front, the most anticipated measure to receive action is the joint employer rule, something that has kept the franchise community on notice over the last few years. In October 2023, the NLRB put a new joint employer rule in place that would make a franchisor liable for labor violations with franchisees.

The new standard also set a legal obligation for franchisors to negotiate with unions alongside their franchisees. The move was opposed by franchise organizations, and by Congress, which passed a Congressional Review Act resolution to reverse the NLRB's decision. That resolution was vetoed, though, by former President Joe Biden.

While congressional action was ineffective in stopping the rule, the NLRB's new standard was halted in federal court, and has remained in a state of legal limbo. Attorney Harris Chernow of Reger Rizzo Darnall said moving forward, the rule will likely be removed entirely.

"When you look at the NLRB and what they were trying to initiate, almost all of those are going to be placed on hold, if not extinguished during this administration," Chernow said. "They will likely take all the joint employer talk off the table."

While the joint employer talk may be taken off the table at the NLRB, Warren Lee Lewis, an attorney at the firm Akerman and co-chair of its franchise and licensing sector team, said it may be put on the table in Congress.

"I think the Republicans would like to pass legislation and make it law, since they don't want the agency to change the rule every time there's a new administration," Lewis said. "Right now, you have a ping pong effect."

"I wouldn't be surprised if Congress takes action," Chernow said. "No one wants to keep going back and forth every four years on something, especially with joint employer. I think both sides, franchisees and franchisors want to see that clarified once and for all."

The trick is getting a law passed with a narrow majority. Republicans hold 218 seats in the U.S. House of Representatives, the minimum needed for a majority, while the Democrats have 215.



▲ Harris Chernow of Reger Rizzo Darnall

The Republicans have clearer majority in the U.S. Senate, with 53 seats, while the Democrats have 47 in their caucus.

"With Congress being so close, especially in the House, I don't know if they're going to be able to pass it," Lewis said. "The NLRB will go back to how it was before the Biden administration, but as for legislation, it's a big, hot button issue for people."

Lewis added it's likely the same for legislation coming from the other side of the aisle.

In December 2024, U.S. Rep. Jan Schakowsky, D-IL, reintroduced a bill to give franchisees private right of action to address violations of the FTC's Franchise Rule, specifically when details aren't properly disclosed.

"I think the franchisee bill is dead," Lewis said. "I don't think it's something the majority will vote for, unless you're a representative in a district with a lot of small business people who are franchisees. Maybe there would be some pressure, but I don't think it would be likely to pass."

The implications there are two-fold. First, a stronger relationship between the franchisor community and the federal government, and secondly, a new approach at the FTC.

"I think there's going to be a shift toward franchisors," Chernow said. "Under the previous administration, the initiatives favoring franchisees had a better chance, whereas now they have a harder time. There are those franchise relationship laws out there and with this administration, it will probably favor franchisors."

This could be reflected in the second point regarding FTC action. Under the leadership of new Chairman Andrew Ferguson, the FTC is expected to take a lighter approach to franchise oversight, especially with any review of



▲ Warren Lee Lewis of Akerman

the Franchise Rule, in place since 1979 and last revised in 2007.

Lewis said the FTC's rule, which largely regulates the franchise model, is reviewed about once every decade, and will likely be looked at during this administration with the franchise community at the table.

Chernow said it does represent an opportunity to bring clarification to the regulatory environment.

"I know that many are working to that," Chernow said. "It's all about disclosure, and what someone should have going into the franchise relationship to make an informed decision. The way it's currently written, it lends a lot of good information, but it could be done in a better way."

"There could be things better clarified or additional information provided. There is some movement for the rule to be more streamlined."

That's why Lewis said some actions the FTC took while Biden was in office may stay in effect.

One of those updates was a policy statement issued in mid-2024 covering how contractual provisions that prevented franchisees from approaching the commission with complaints were unlawful. Lewis said that, and another policy statement regarding the requirement to disclose all fees, were common sense, fair approaches. [FT](#)

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# Attorneys go on 2025 trend watch

## What is the biggest trend you're watching in 2025, and how are you approaching it?

“Recent uncertainty in global trade and tariff announcements are beginning to impact franchise systems operating across borders. While the extent to which tariffs will impact cross-border supply chains and sourcing is yet to be determined, almost every franchisor that I work with is watching it carefully. They're attempting to identify key risks in their supply chains and looking for alternate suppliers, or other ways to manage tariff and currency risks.”

—Clark Harrop, Dale & Lessmann

“As competition for market share at the unit level continues to ramp up, I am watching the creative ways franchisors and franchisees are working together to position brands for success at that level. This not only includes a greater focus on unit-level economics, but also novel ways franchisors are assisting and encouraging franchisees to invest in their units through updates to the unit along with a focus on local marketing efforts.”

—Joseph Fittante, Larkin Hoffman

“The biggest trend continuing in 2025 is the use of AI. Our clients are using AI in research, development, marketing, training and sales. As attorneys, we continue to emphasize that our client's use of AI is an opportunity for them to reassess and strengthen their risk management procedures.”

—Nicole Micklich,  
Urso, Liguori & Micklich

“The biggest trend is how the threat, or fact, of tariffs will impact the business market in general. Every business is assessing the impact, and franchising is generally no different. Franchisors we work with are looking for guidance on how to assess and address their potential impacts.”

—Allan D.J. Dick, Sotos

“I'm certainly watching how the U.S.-Canada trade dispute will play out and its effect on cross-border franchising, including cross-border supply issues and delays with construction and development.”

—Debi Sutin, Gowling WLG Canada



“The continued growth of private equity firms in acquiring both franchisors and franchisees. I'm approaching it one transaction and one situation at a time. Most PE firms are well intended and bring value to the brands they own or manage. However, a small handful are hellbent on simply selling as many units as they can, without regard for quality or the success of their franchisees, and this is obviously very bad for the franchise industry.”

—Michael Rosenthal, Clark Hill

“I continue to watch for franchisors to utilize AI in sales, management and compliance. Mapping and CRM platforms are becoming more integrated, and new tools pop up every day.”

—Derek Colvin, Waldrop & Colvin

“Private equity taking over franchised businesses and imposing increasingly onerous terms in franchise agreements.”

—Elliot Ginsburg,  
Garner, Ginsburg & Johnsen

“Performance matters. Unit-level economics, system changes and brand-level performance will matter more in 2025 than ever before, especially with emerging franchisors. Yes, franchise development is important, but in order for any franchise system to be successful and sustainable for all stakeholders, franchise leaders must have an obsession with unit-level economics and franchisees delivering on the brand promise.”

—Brian Schnell, Faegre Drinker



“In Canada, bankruptcy and creditor protection proceedings swept the restaurant industry in 2024 at the franchisor and franchisee level. A perfect storm of increased food costs, high interest rates and higher obstacles in lending, together with overextended lease obligations resulted in well-known chains taking drastic measures.

Coming into 2025, I expect more creative and aggressive lease negotiations that will include a fixed termination payment in the event of default or the ability to terminate early so that tenants and indemnifiers can crystallize their liability.”

—Cassandra Da Re,  
Dale & Lessmann

“The biggest trend I am watching in 2025 will come from the new administration and the direction of the FTC. The removal of Lina Kahn and the appointment of Andrew Ferguson will certainly change the regulatory landscape.”

—Deborah Coldwell, Haynes and Boone

“One of the biggest trends I am seeing is the ongoing recognition by franchisees that they need to organize with their fellow franchisees. The number of franchisee associations coming into existence continues to increase, and I see no sign of it slowing down.”

—Mark Dady, Dady & Gardner

# States may enhance ‘zee protections

By Laura Michaels

A bill signed by California Gov. Gavin Newsom in 2024 addresses what Tal Grinblat called a “fairly serious problem with these brokers doing everything they can just to close the deal, and then they disappear.”

The franchisor, continued Grinblat, who represents franchisors and franchisees at California law firm Lewitt Hackman, “ends up holding the bag with all kinds of promises and misrepresentations.”

Changing that scenario is the aim of legislation that amended California’s Franchise Investment Law to regulate franchise brokers and franchise sales organizations. It requires them to register annually with the state’s Department of Financial Protection and Innovation and provide prospective franchisees with a Uniform Franchise Broker Disclosure Document.

Franchisors routinely use broker networks and franchise sales organizations to build their lead and development pipelines, and aggressive tactics are not uncommon.

While requirements for the broker disclosure are still in the works, it’s expected that third-party sellers will need to provide details such as litigation history, their compensation or incentive structure, and the brands they’ve sold for in the previous year. Brokers who violate the law may be liable for damages to the franchisee or franchisor.

“It really makes the brokers on the hook,” said Grinblat, and will help ensure prospective franchisees have more information up front so they understand if a third-party seller has a financial incentive to steer them to a specific franchise. Washington and New York have similar laws.

Franchisors need to carefully vet their broker networks, Grinblat said, and he encouraged brands to handle the sales process themselves. “That way you have much more control over what is said to prospective franchisees,” he continued. “It’s better to have control over that than use a third party who, the concern is they will say anything to get the sale done and then the franchisor is the one who gets in trouble afterwards.”

Of note, the law hasn’t taken effect. It will either one year after the California legislature authorizes funding for the bill or July 1, 2026, whichever date is later.

## Franchise reform in Maryland

Significant changes to franchising in Maryland are on deck if the state’s legislature passes the Franchise Reform Act, introduced in January by Delegate Marc Korman. Expedited franchise renewals, prohibition of interference in franchisee associations and an extension of the time period for franchisees who were misled in



▲ David Cahn of Offit Kurman

the sales process to bring a violation claim are all part of the proposed bill.

David Cahn, a principal attorney at Offit Kurman in Baltimore who represents franchisees and franchisors, said the updates to the Maryland Franchise Registration & Disclosure Law could improve the renewal process—the state’s franchise registration delays are known to frustrate franchisors—and provide needed protections on both sides that could spur more franchise activity.

Included in the bill is a pilot program aimed at accelerating franchise registration renewals by easing the amendment process. The intent, said Cahn, is to have more franchisors file their renewals in the fall versus during the spring rush. (Most registration states have an April 30 renewal deadline.)

“Therefore, there won’t be as many complaints about Maryland being a black hole where you can’t get registration renewals completed,” he said.

Another change would eliminate the ability of out-of-state franchisees to use the Maryland Franchise Law in disputes with franchisors that are or were headquartered in Maryland, something Cahn said is now a deterrent to franchising in Maryland compared to nearby states. Instead, only Maryland franchisees could sue a franchisor for violating the law.

“My position is that other states can protect their franchisees,” said Cahn, giving the example of if someone in Arizona buys a franchise from a Maryland-based franchisor and thinks they were misled, Arizona law should allow them to pursue a claim. “It’s not really Maryland’s business to protect franchisees around the country and around the world that do business with Maryland-based franchisors. The concern of the



▲ Tal Grinblat of Lewitt Hackman

state ... is to protect Maryland residents and people that operate businesses in Maryland.”

A notable change for franchisees under the bill: It would, for the first time, prohibit franchisors from restricting or inhibiting the right of franchisees to join or form a franchisee association. The proposed right of association is similar to franchise laws in California and Illinois.

“It would have some pretty strong remedies if a franchisor tries to intimidate a franchisee or retaliate against a franchisee who wants to participate in or lead a franchisee association,” said Cahn.

Additional elements of the bill include the extension of the time period in which a franchisee may bring a private claim for violation of the franchise law. Franchisees could sue up to the later of three years from buying the franchise rights or two years after beginning operations. Maryland’s securities division would have five years from the time of a violation to bring claims against a franchisor.

## One to watch in Minnesota

A Minnesota Supreme Court opinion issued last year in *Cambria Company, LLC v. M&M Creative Laminants, Inc.* concluded the Minnesota Franchise Act can apply to franchisees that do not operate in Minnesota. But that doesn’t mean the MFA is enforceable by every out-of-state franchisee.

Franchisors, wrote Faegre Drinker attorneys Brian Schnell and Hannah Leiendecker, “should consult with a franchise attorney to understand whether and how the Minnesota Supreme Court’s decision may impact relations with franchisees that operate entirely outside of Minnesota.” [FT](#)





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# Talking federal shifts, FDD updates

## What action are you anticipating at the federal level with the change in administration and congressional control?

“The FTC’s Franchise Rule, which mandates that franchisors provide prospective franchisees with a disclosure document containing 23 specific items of information, is currently under review. The rule, last amended in 2007, is being evaluated to determine its effectiveness and relevance in today’s franchising landscape.

With the new administration’s pro-business stance, there is speculation about possible legislative initiatives that could impact franchising. While specific proposals have yet to be outlined, areas of interest may include tax reforms favorable to small businesses and efforts to reduce regulatory burdens.

However, it’s essential to monitor these developments closely, as changes in trade policies or immigration laws could also have indirect effects on the franchising sector. It’s also important to note that while federal regulations provide a framework, many aspects of franchising are governed at the state level.”

—Jonathan Barber, *Franchise.Law*

“I would assume we won’t see any attempts by the National Labor Relations Board to move the test for joint employment from the traditional test. In terms of the federal franchise law, I would imagine that the push to amend the law and/or to pass a federal relationship law will be less.”

—Joe Fittante, *Larkin Hoffman*

“I expect that the National Labor Relations Board and Department of Labor will again change the test for joint employer.”

—Mark Burzych, *Fahey Schultz Burzych Rhodes*

“I believe there’s likely to be very little federal action in franchising for the next four years. Antitrust matters will also be eliminated, most likely.”

—Nancy Lanard, *Luther Lanard*

“My hunch is that the administration change will end up curbing the work done by the FTC to regulate franchising.”

—John Holland, *Dady & Gardner*



“In Canada, FDDs are grant specific. Franchisors miss the fact that if they have an outstanding offer, and the financial statements they provided became stale before the offer was accepted with a signed franchise agreement, the offer must be put on hold until new statements are in hand and provided.”

—Allan Dick, *Sotos*

## What efforts do you make to maintain compliance for franchisors in creating their FDDs and what’s something franchisors can sometimes miss?

“There’s a checklist that I have prepared to assist franchisors with compliance. Before each renewal period, I have them complete it, and then we review it together. One update that sometimes gets missed is updating the products and services that are required in the franchise system that must be reported under Item 8.”

—Christina Fugate, *Ice Miller*

“Franchisors should not simply rely on their lawyers in drafting of the FDD, particularly with the annual updates. Franchisors should take a vested interest in it and make it routine to have the FDD reviewed by multiple internal people to make sure that it is accurate and complete, and not simply assume so because it’s been in place for years.”

—Harris Chernow, *Reger Rizzo Darnall*



“Franchise regulations are always evolving, but regardless of political shifts, transparency and clear disclosures remain a priority. I expect ongoing discussions around franchisee protections, financial performance representations, and dispute resolution, which means franchisors will continue refining how they present information in their FDDs.

For franchise consultants, this reinforces the importance of working with professionals who can break down legal language into real-world implications, so their candidates have a clear understanding of what they’re signing.”

—Kristian “Kit” Higgs, *Kit Franchise Law*

“We provide each active franchisor with a questionnaire to complete for updating their FDD. Franchisors can sometimes miss updating their initial investment cost estimates to account for inflation, identifying when they discount initial franchise fees during the prior year, and updating the descriptions of their training programs and technology requirements.”

—David Cahn, *Offit Kurman*

“We work with all of our clients to help them generate compliant, accurate franchise disclosure documents. Franchisors need to make sure they are checking Item 7 against the experience of their franchisees.”

—Ritchie Taylor, *Manning Fulton*

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# Attorneys urge open minds on M&A

By Joe Halpern

**I**t is only natural for franchisees whose brands are acquired by a private equity firm to wonder what changes will take place, and how having a new owner will impact their bottom lines.

The advice franchise attorneys give franchisees when their company is sold to an outside investment firm is for them to research their new owners to understand how they've handled previous acquisitions. They also recommend being proactive by reaching out to their new bosses to open the lines of communication and collaboration.

"My experiences in these mergers and acquisitions are that there are two kinds of private equity firms that buy franchises," said Ron Gardner, a partner at Dady & Gardner. "There are those that are in it for the long haul and will do the right thing for their franchisees, and there are those that do a turn-and-burn, meaning that they will resell the company in three to five years."

Gardner, who's based in Minneapolis and represents more than 50 franchisee associations, added, "It's the ones that are in it for the short term and cut at edges of the brand by raising fees and eliminating corporate positions that franchisees have to be prepared for."

With merger and acquisition activity poised to accelerate this year, Gardner said regardless of outcome, it's imperative that franchisees do their due diligence to be better prepared for all scenarios. He also strongly recommended that franchisees reread their existing franchise agreements, determine the critical products and services they rely on and go over their legal rights with an attorney.

Gardner made it clear that although PE firms cannot increase royalty fees until the expiration or termination of existing agreements, they can adjust marketing and technology fees in most cases because of vague language in standard deals. He pointed out that franchisees that have been with the brand the longest and whose locations are performing at the top of their system almost always have the most leverage when it comes to renegotiating those costs and vendor agreements.

## Expect some significant changes

"Franchisees need to remind PE firms that significant brand growth comes from the existing franchise base and it is in their best interest to incentivize them and play nice," Gardner said.

Eleanor Vaida Gerhards, the national co-chair of the franchising and distribution group at Fox Rothschild, urged franchisees, especially those in their system the longest, to review the information provided by their advisory council or new



▲ Amy Cheng of Cheng Cohen

owners to stay involved in the transition process. She also recommended they be ready to provide input to their new owners and not be afraid to share feedback with them about the brand, whether it's good or bad.

"In my recent experience, franchisors are a lot more communicative with franchisees to earn their trust," Gerhards said. "They want existing franchisees to remain happy in the system, renew their agreements and continue to grow."

To pull this off, Gerhards said PE often brings greater resources, more personnel, technology, administrative support and a deeper bench to a system.

Still, Gerhards said franchisees in a brand that's acquired by private equity can expect changes to their system and those changes are put in place for a reason. She recommended they do a comprehensive audit of their operations to ensure that they are complying with all current system standards and are not in breach of any terms of their franchise agreements.

"It's really important that you are in good standing with approved vendors and suppliers," said Gerhards, who advised franchisees to carefully evaluate requests for franchise amendments or new franchise agreements prior to their expiration and renewal dates.

"If the acquisition is structured as a sale of stock, then the selling franchisor remains the counterparty to the franchise agreement. If it's structured as an asset sale, then the franchisor will assign the franchise agreement to the buyer," said Gerhards.

"Many buyers wait and then require execution of their preferred current form of franchise agreement when the franchise term is up for renewal," she said. "However, PE may try to



▲ Ron Gardner of Dady & Gardner

encourage franchisees to sign amendments to the current franchise agreement or replace the existing franchise agreement with their desired form before a franchise comes up for renewal."

Gerhards cautioned that the buyer of a franchise system will have their preferred form of franchise agreements and that it will likely look very different than the one signed with the previous owners.

"Make sure to compare the changes and discuss with a knowledgeable franchise attorney," Gerhards said.

Amy Cheng of Chicago-based Cheng Cohen also urged franchisees to review their agreements before resigning them, taking into account their duration and investment, as well as the franchise they operate in.

Like Gardner, she stressed franchisees should be fully transparent in sharing with their new owners what worked and didn't work for them in operating their locations under the past ownership. Additionally, they should be prepared to argue why receiving more corporate support and/or new vendor contracts will help improve their bottom lines.

"Their positive and negative feedback given to private equity helps both the franchisor franchisee understand the strengths and weaknesses of the system," said Cheng. She pointed out that it's always going to be in the best interest of franchise owners to maximize profitability of their franchisees because it's their success which determines the success of the brand. [FT](#)





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Carmen D. Caruso and his firm are sought-after for high stakes litigation and arbitration cases throughout the United States. Nationally recognized for its success in franchise and dealership litigation, and at the negotiating table, the firm's cases have expanded legal protections for franchisees and dealers, and their independent associations, against anti-competitive, abusive, and bad faith or fraudulent conduct.

Carmen's practice extends to all types of business and professional liability litigation, and Carmen is also an Arbitrator for the American Arbitration Association.

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Ms. Dimitri is a frequent author and presenter, including several articles for the American Bar Association's Forum on Franchising, the International Franchise Association, the New York Chapter of the Franchise Deskbook, a chapter on claims arising after termination in the franchising forum's publication "Representing Franchisees." Ms. Dimitri has also spoken at various franchise conferences, hosted webinars, and teaches continuing legal education classes on franchise legal issues.

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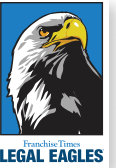
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For more than 30 years, Mark has been a trusted legal partner for franchisors, guiding businesses of all sizes—from emerging brands to Top 300 franchise systems—through every stage of growth. As a founding member and President of Fahey Schultz Burzych Rhodes PLC, he provides strategic counsel, helping clients navigate franchise sales compliance, relationship management, dispute resolution, supply chain structuring, marketing, and operations.

Mark's expertise is especially valued in the restaurant and hospitality industries, where he has helped national and regional brands expand through franchising, and in Michigan, with assisting them with liquor licensing and regulatory compliance. Beyond hospitality, he advises businesses across a range of industries on corporate structuring and strategic growth planning, positioning them for long-term success, as well as acquisitions, sales, and other corporate transactions. His deep understanding of business expansion is reflected not only in his clients' achievements but also in his own firm's recognition by Michigan Celebrates Small Business for its growth and future potential.

Mark frequently authors articles for the ABA Forum on Franchising, including the Franchise Law Journal and other ABA publications, as well as the Michigan Restaurant & Lodging Association magazine. His industry excellence has earned him honors from Best Lawyers in America, Super Lawyers, and Martindale-Hubbell.

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# Broker disclosure in the spotlight

**New legislation in California requires third-party franchise sellers to be registered and provide disclosure documents. Do you see this coming to other states and what impact do you see it having?**

“I think the law will eventually come to other franchise registration states, but only after those state agencies find out how much administrative burden it places on the California Department of Financial Protection and Innovation. If the obligation spreads, I expect that it will decrease the number of third-party franchise seller companies. Or it will result in less franchise growth in states adopting such laws, since this registration will be another impediment to offering franchises in those states.”

—David Cahn, *Offit Kurman*

“I was a member of the International Franchise Association’s task force that worked diligently with other franchise groups in getting California’s legislation passed. Although there is some clean-up to complete, the bill closes a huge gap in helping franchisees better understand the role brokers play, who they represent and how much they get paid.

Oftentimes franchise brokers are the first meaningful point of contact for prospective franchisees. The registration and disclosure requirements that will be implemented through SB-919 are important in a franchisee’s decision-making process. I absolutely believe other states will follow.”

—Brian Schnell, *Faegre Drinker*

“I think under the current political climate nationally, it is unlikely that there will be a federal requirement. However, I do believe it’s likely that, at a minimum, registration states like Maryland, Minnesota, New York, Virginia, Washington, etc., may decide to impose a disclosure requirement.

Becoming a franchise seller requires no official training or certification, unlike most industries, such as real estate. It’s about time that franchise sales people be licensed before they can encourage people to invest large sums of money in a brand. I applaud California for instituting a disclosure as part of the registration. I believe it gives further credence and authority to the



“I do not. Many states are already stretched thin and do not have the state resources to allocate to this type of a matter. In terms of impact, I think the more disclosure the better for all parties involved so long as the disclosure does not materially increase the costs of compliance because those costs will ultimately be passed on to franchise buyers.”

—Joe Fittante, *Larkin Hoffman*

sellers and is long overdue. Franchise sellers, brokers and consultants should have nothing to hide from their clients. Even their fees should be transparent.”

—Nancy Lanard, *Luther Lanard*

“California’s enactment reflects a growing trend toward increased regulation in the franchise industry. Prior to California’s legislation, states like New York and Washington had already implemented similar registration requirements for franchise brokers. Additionally, the North American Securities Administrators Association has proposed a Model Franchise Broker Registration Act, aiming to standardize broker registration and disclosure requirements across states. This model act serves as a template for states considering the implementation of such regulations. Given these developments, it’s reasonable to anticipate other states may adopt comparable measures to enhance transparency and protect prospective franchisees.”

—Jonathan Barber, *Franchise.Law*

“Yes, I think we will see similar laws being proposed and enacted in other states. I think this will result in higher compliance costs



“Yes, I believe some other states will likely follow California’s lead in passing similar legislation, primarily those that already have strong laws for the regulation of franchise sales and protection of franchisees. These types of bills will help regulate important players in the franchise industry.

Without regulation of third-party sellers, unscrupulous franchisors can hide behind the actions of these third parties and claim ignorance to unlawful or fraudulent conduct in which brokers or other seller engage. Where a third-party seller engages in conduct that would be unlawful for the franchisor to engage in, and state laws do not otherwise provide an avenue for redress for the franchisee, there is a gap in the law that can be filled by laws such as that in California.”

—Erin Johnsen, *Garner, Ginsburg & Johnsen*

for franchise sellers. Sellers will need to ensure they’re in compliance with disclosure requirements, which will likely increase administrative costs and lead to more rigorous record-keeping and documentation processes. This may also create barriers for less-experienced or small franchise brokers entering the market.”

—Christina Fugate, *Ice Miller*

“I see it coming to more of the registration states. The vast majority of brokers are ethical and I think that for them, registration is just a nuisance. However, it may have the impact of keeping a few bad actors from selling in those states that are going to require registration.”

—Michael Rosenthal, *Clark Hill*





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If someone who has obtained the [ability to take undetected whatever he desires with the Gyges ring of invisibility] claimed to never have any desire to act unjustly, nor to lay hands on other people's possessions, he would be regarded as wretched, and devoid of intelligence, by those who noticed, although they would still praise him when face to face with one another, deceiving one another completely, because of their fear of suffering injustice.

*Glaucon discussing myth of Gyges,  
Plato, Book 2 of the Republic*



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Matt Kreutzer is a top-notch franchise attorney with extensive expertise in franchise law. Whether you're just starting out or already established, Matt is your go-to for developing, protecting, and licensing your franchise and distribution systems.

Matt offers a full range of services, from navigating nationwide franchising laws and regulations to crafting essential documents like contracts and Franchise Disclosure Documents. With Matt on your team, you'll be well-prepared to handle state regulatory inquiries and secure exemptions.

What really sets Matt apart is his deep experience in franchise litigation. He guides clients through litigation and alternative dispute resolution, always aiming for the best possible outcome under the circumstances. Matt understands the risks in franchise relationships and works hard to mitigate them, so you can focus on growing your brand.

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Joseph Adler is a partner and franchise lawyer at KMB Law.

He has over 35 years of experience in franchise law and regularly advises clients in all matters related to their operations and transactions in Canada. Joseph serves as legal counsel for Canadian, US and other international franchisors doing business in Canada and Canadian franchisors doing business in the US, Europe and abroad. He also acts and has acted for various multi-unit franchisees and franchisee associations as well.

Joseph has published and has been quoted in numerous articles and has spoken on various franchising topics at venues organized by the Canadian Franchise Association, the Ontario Bar Association, the American Bar Association Forum on Franchising, and the International Franchise Association.



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Lloyd Hoffer is a Partner at KMB Law where he leads the litigation group.

He is an experienced advocate who has assisted clients in managing disputes before a wide variety of courts and tribunals. Lloyd has conducted civil litigation in the trial and appellate courts of three Canadian jurisdictions as well as administrative proceedings before tribunals exercising regulatory powers at both the federal and provincial levels.

Lloyd's practice includes a substantial focus on franchise litigation and he has spoken on franchising issues in venues organized by the Canadian Franchise Association and the Ontario Bar Association. He has also been a regular participant in the legal and other events of the International Franchise Association.



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Tal also serves as Chair of Lewitt Hackman's Intellectual Property Practice Group, where he represents franchise and other business clients in clearing, registering, and enforcing trademarks worldwide.



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Julie also represents single unit, multi-unit and multi-brand franchisees as well as master franchisees, guiding them through franchise acquisitions and renewals, the purchase and sale of existing franchise businesses and real estate matters. She has extensive experience assisting sophisticated operators navigating the risks associated with multi-unit and multi-brand development.

Julie is a past member of the Governing Committee of the ABA Forum on Franchising and a past Director of the LADR Division of the ABA Forum on Franchising. She was Program Co-chair for the 2018 ABA Franchise Forum. Julie has published extensively on franchise law issues and is the co-author of the chapter on "Representing Franchisees" in the Fundamentals of Franchising, 4th Edition and the co-author of the chapter on "FDD Review and Franchise Agreement Negotiation" in Representing Franchisees. Julie is also a frequent speaker on franchise issues at events hosted by various organizations including the ABA, Strafford Webinars, the IFA, NYS Bar Association and WCBA.



# Bankruptcy can be tool for stability

By Emilee Wentland

**B**ankruptcy gets a bad rap. It feels like an admission of defeat, guilt or failure, and many parties who could benefit from a bankruptcy filing put it off for too long because of that.

"People wait too long to file bankruptcy until they're so desperate that they have not much to save," said Tom Spadea, founding partner at Spadea Lignana. "It's like going to the hospital. If you're feeling those symptoms, the sooner you get to the ER, the better chance you have of surviving whatever that catastrophic problem is. Business is the same way."

Bankruptcy isn't always the end of a business; it's usually a survival strategy to restructure a business before things are beyond repair, Spadea said.

"When you go through these reorganizations, it's really with an eye toward survival," Spadea said.

The need for bankruptcy can come about for a number of reasons, including selling too many franchises, developing an unprofitable business model, poor management and undercapitalization. There are different bankruptcy chapters, too, so parties can decide if restructuring or selling assets and dissolving are the best path for them.

In the last two years, there have been a number of significant franchisor and franchisee bankruptcies. On the brand side, TGI Fridays, Red Lobster, Anchored Tiny Homes, BurgerFi and Anthony's Coal-Fired Pizza declared bankruptcy last year.

DMD Ventures, an eight-unit Twin Peaks franchisee, filed for bankruptcy protection in January. Applebee's franchisees Apple Central KC and Louisiana Apple filed as well. Two Orangetheory Fitness franchisees filed an involuntary Chapter 7 bankruptcy petition against the brand's largest operator last fall as a result of a private equity creditor reportedly owing them millions. And there are many more.

Often, trouble starts to show itself in franchisees who are struggling financially. "It doesn't take many of those to really turn the franchisor upside down," Spadea said.

Franchisors can go to bankruptcy court and essentially say they've messed up somehow and need to restructure.

"It's going to be better for everybody if we reorganize, as opposed to having maybe the first two or three claimants grab all the cash and the business just closes," Spadea said. "What bankruptcy affords you is this reset opportunity to say, 'look, we've made some mistakes. We owe a bunch of money. The business isn't what we thought it was going to be.'"



▲ Elizabeth Weldon of Haynes Boone

Bankruptcy lawyers and judges try to balance the needs of stakeholders with those of the filing party, Spadea said. For example, if franchisees are owed money, it won't help them if the franchisor shuts down entirely because then other operators would stop paying into the system and the franchisor would have even less revenue. Therefore, the franchisees who are owed money would, in theory, get paid back less.

"It gives pause so that everything can get organized and the valuable parts of the business can be saved, and the parts of the business that are hurting the business can be put in a box," Spadea said.

When franchisors file, there are a lot of constituents to consider that could be impacted by the bankruptcy, said Deb Coldwell of Haynes Boone. Franchisors need to ask themselves: Should we reorganize and continue operations to pay back our creditors? Or should we sell our assets, pay back creditors where possible and ultimately shut down?

"Some franchisors come out of it and continue to monitor and run a less-robust or smaller system," Coldwell said.

On the operator side, Coldwell said bankruptcy attorneys aim to get the highest value possible for their clients. If a franchisee wants to continue operating under the brand, they'd file an administrative claim so operators can continue using the trademark and keep their stores open throughout the bankruptcy process.

Franchisors are still affected when a franchisee declares bankruptcy, even though they aren't the party directly involved in the filing, said Elizabeth Weldon of Haynes Boone. When attorneys represent the franchisors in this instance, they could file a proof of claim as a creditor because the



▲ Tom Spadea of Spadea Lignana

operators owe them money.

"Oftentimes, it's very unsatisfying as somebody representing the creditor in those situations, because the business just kind of fades away," Weldon said. "You get either pennies on the dollar for your claim, or nothing on your claim, very often."

If a brand deems a franchisee's bankruptcy filing unnecessary, they could file an adversary claim, Weldon said.

"If you think that there really aren't grounds for that bankruptcy, or perhaps a particular debt should not be discharged in the bankruptcy, you can file a claim in that bankruptcy to say, 'hey, don't let this claim go,'" she said. "There's different avenues that you can undertake here, but it's extremely, extremely regulated by the bankruptcy rules."

The best practice for those who are operating post-bankruptcy? "Watch your debt," Coldwell said. "Keep it clean and simple going forward. ... Check the underlying reasons that the bankruptcy happened in the first place, and try to avoid those mistakes."

Weldon echoed Coldwell's comment. Those who survive bankruptcy and come out with a viable business need to focus on stability across the board, she said.

"Try to run a stable business," Weldon said, "where you don't have too much credit, where you appeal to consumers and, for the people that are your constituencies, perhaps your franchisees, they can see and feel that you're running a stable business." [FT](#)





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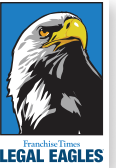
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# Don't sleep on these notable issues

## What is a legal topic more people in franchising need to know about?

“I think there are a couple topics. First, artificial intelligence and how brands and their franchisees are using it. There needs to be some shared vision and purpose around the use of AI, otherwise you have parties going in various directions. Brands need to clearly define how they expect and/or limit their franchisees use of it to ensure that confidential information is not unintentionally being disclosed.

Second, at the unit level, the click-to-cancel laws at both the federal and state level. Franchisees must be aware of these laws and how they may affect their consumer offerings, if at all.”

—Joe Fittante, Larkin Hoffman

“Franchising is both a body of law and a business model, which is what makes it such a dynamic practice. Further, franchising is affected by many other areas of law, and people in franchising need to know about changes in the law that may affect the landscape. For example, in Canada, there are recent and pending changes to French language laws, competition restrictions, and consumer protection regulations that will change the way franchisors and franchisees do business in Canada.”

—Cassandra Da Re, Dale & Lessmann

“From a franchisee perspective, reviewing their franchise agreement for renewal timing and issues and to plan accordingly. Also, the issue of contractual statutes of limitation and how they may affect the legitimate claims of franchisees.”

—Harris Chernow, Reger Rizzo Darnall

“While the excitement of franchising often focuses on initial investment, the legalities of renewal and termination are crucial for long-term success. Franchise agreements outline specific terms, including conditions for renewal, which franchisees must understand to plan for the future. This includes renewal fees, performance requirements and notification procedures.

Agreements also detail grounds for termination by either party, ranging from unmet performance standards to insolvency. Both franchisors and franchisees should meticulously review these clauses before signing and consult legal counsel to fully grasp their rights and obligations.”

—Eric Friedman, Paris Ackerman





“Bankruptcy. There were great brands filing for bankruptcy in 2025, including TGI Fridays, Party City and Vitamin Shoppe, to name just a few. Many franchisees are also seeking bankruptcy protection.”

—Deborah Coldwell, Haynes and Boone

“Attempts on the part of franchisors to block sales to reasonably-qualified buyer candidates.”

—John Holland, Dady & Gardner

“System changes in franchise systems, particular new or revised fees.”

—Robert Lauer, Haynes and Boone

“How terrible franchise agreements are and that they’re continuing to get worse and worse for franchisees.”

—Elliot Ginsburg,  
Garner, Ginsburg & Johnsen



“The possibilities and pitfalls from use of artificial intelligence by both franchisors and franchisees.”

—Ritchie Taylor, Manning Fulton



“How to effectively resolve franchise disputes early rather than engaging in protracted litigation. This topic is incredibly important for emerging franchisors where one knock-down, drag out lawsuit can set the entire system back for years.”

—Brian Schnell, Faegre Drinker

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# Mediation provisions are on the rise

By Matthew Liedke

**F**ranchisees and franchisors alike don't go into a partnership with separation in mind, but it's a reality of the model.

Long before these situations develop, attorneys at franchise law firms suggest including mediation clauses in initial agreements. Peter Lagarias of Luther Lanard said those types of clauses are becoming more common, much to the benefit of all parties.

"Many of them provide for it because litigation and arbitration can be quite expensive," Lagarias said. "If it gets a result and the matter is resolved, it's good for everybody."

"I would say mediation often works wonders," said John Gotaskie Jr. of Fox Rothschild. "I think it's because by the time you get to that state, people have a pretty good idea of where the issues are, and a skilled mediator can get things done."

David Kaufmann, an attorney with Kaufmann Gildin & Robbins, said for the franchisors he usually represents, mediation clauses can prove especially important, as when a dispute comes up, counterclaims are created fast.

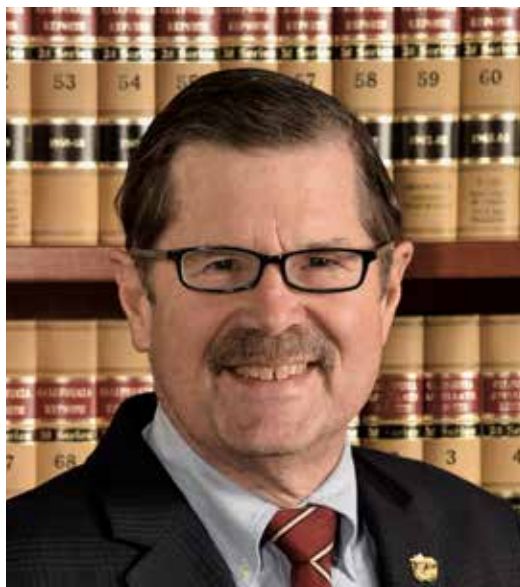
"They are a constant," Kaufmann said. "When a franchisee is sued by a franchisor, say an agreement expires and the owner keeps operating, they automatically file a countersuit against the franchisor. They'll come up with something for a counterclaim. It's usually to make the franchisors spend money and that's what I see a lot of."

Gotaskie Jr., though, said in many cases franchisors never want it to get to that point, whether the dispute is over expirations or terminations. It's something franchisors work arduously to avoid, when possible, he said.

"Take default for example," Gotaskie Jr. said. "It begins before there's even a default letter. Brands have their regional people going to the franchisee on a regular basis and compiling reports if there are negatives. The franchisor representatives then meet with the owners and talk about where the issues are, and I'd say 98 or 99 percent of the time it stops there."

"If it doesn't get resolved there, steps are still available, such as a regional trainer coming in," he continued. "It can also depend on the type of violation. If it's a case of food safety violations, they move in quickly and get it fixed in a short timeline. If it's a financial issue, the franchisor will still try to work with them."

If a financial situation can't be resolved, Gotaskie Jr. said franchisors still have the option of working out an agreement with the owner. In these scenarios, the franchisee voluntarily terminates the agreement, and can then market the store, getting equity they have in the location through a sale.



▲ Peter Lagarias of Luther Lanard

Sometimes litigation is inevitable, and like Kaufmann, Gotaskie Jr. noted how franchisees will respond with counterclaims alleging unfair trade practice under state or federal law.

When these situations do occur, Kaufmann said there's been an increasing trend to go toward arbitration and mediation. At his firm, Kaufmann said they work hard to avoid the former, as it has changed over the years.

"Back in the day, arbitrations were faster, cheaper and less formal," Kaufmann said. "There was no discovery and no pre-arbitration motions. Now, arbitration is almost identical to litigation. There's full discovery of documents, depositions and motions brought before the hearing, ramping up expenses."

"Rules of evidence also don't apply in arbitration," said Kaufmann. "In court, there are safeguards as to what evidence can and can't be considered. Speculative and emotional testimony is excluded, but not in arbitration, which also can't be appealed."

Because of the issues with arbitration and the costs of litigation, if mediation isn't possible, Kaufmann said settling is sometimes the best option.

"If it's a meritless suit, where it will cost so much to litigate, our advice is to settle for less than the potential legal fees," Kaufmann said. "Pay them instead of us. Get this done with a general release, because you'll save money that you would put into litigation and a possible appeal."

While there are legitimate termination and expiration cases with franchisors, though, Lagarias said there are also times when franchisees are subject to unfair practices.

"These things are written by and for franchisors," Lagarias said of franchise disclosure



▲ John Gotaskie Jr. of Fox Rothschild

documents and agreements. "The franchisees spent, let's say, \$300,000 to build their store, and they have all this equipment and contracts. It's a big investment. They shouldn't be subject to termination for a ticky tacky foul, and they should have time and the ability to protect their investments."

In those situations, Lagarias said the franchisees don't file a counterclaim, but just defend against the original complaint. In other cases, franchisees may want to exit a deal earlier than the agreed term if an operation isn't profitable, even after improvement efforts.

"With a client like that, there are two things," Lagaria said. "One, they may not have enough money to keep going as they've been losing money. Two, they may have a loan which in some cases they put up their house as collateral. And they say 'I'd like to file for bankruptcy, but I'm going to lose my house if I do that.'"

Like including a mediation provision, Gotaskie Jr. said it's important to get ahead of bankruptcy situations.

"I encourage both sides to start talking as quickly as possible," Gotaskie Jr. said. "If your operations team on the franchisor side starts to notice issues, or you're the franchisee facing challenges, get on the phone and start talking. There's usually an issue going on that, if you nip it in the bud, you can get it resolved and move on successfully." [FT](#)





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Nicole Liguori Micklich has earned a reputation for successfully representing franchisees at every step of the franchise relationship and in litigation and arbitration with franchisors. Ms. Micklich has represented franchisees in a variety of disputes, including regarding disclosures, compliance issues, royalty payment disputes, other alleged breaches of contract and termination. It is important to Ms. Micklich that her clients' claims are handled efficiently. She regularly represents clients in mediation and has favorably settled numerous cases on behalf of franchisees. Ms. Micklich also advises clients regarding the transfer of franchise agreements and other transactions. Ms. Micklich is a frequent author and presenter on franchise law topics. She co-authored *Annual Franchise and Distribution Law Developments 2021*, contributed to *Representing Franchisees* published in 2023, and is a member of the Governing Committee of the American Bar Association Forum on Franchising.

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# No shortage of valuable lessons

## What has been your most important lesson recently and how did you learn it?

“One of the most valuable lessons I’ve learned recently is just how much consultants appreciate a balanced, practical approach to FDD reviews. I had a situation where a candidate was hesitant about a franchise because of a particular clause, but after explaining how it works in practice—and comparing it to industry norms—their concerns were put to rest.

It reinforced that my role isn’t to push deals forward or shut them down, but rather to help candidates feel confident in their choices by providing perspective and context without the noise or fluff.”

—Kristian “Kit” Higgs,  
*Kit Franchise Law*

“I was involved in an arbitration matter for our client and was pleasantly surprised with how quickly the matter proceeded through to the hearing, and how accommodating both counsels were in agreeing to the process. I will certainly recommend that all my clients’ franchise agreements contain a mandatory arbitration provision in order to avoid the lengthy and costly process for litigation through the courts.”

—Debi Sutin, *Gowling WLG*

“Serving as a franchise mediator, it was realizing the obvious.

That there are two sides, if not more, to each issue, and to be able to find the real reasons for the dispute or inability to resolve it, and to then be able to channel the issues and turn it into something that the parties understand to reach a resolution that they otherwise may not have been able to recognize.”

—Harris Chernow, *Reger Rizzo Darnall*

“It is important for franchisors to enforce system standards. If they don’t, franchisees will take liberties. If they do, franchisees will re-engage with and respect the system. Most franchisees will applaud the franchisor’s enforcement efforts. This lesson was reinforced through a ‘reluctant’ franchisor who has traditionally been relaxed regarding franchisee’s individual execution of system standards.”

—Mark Burzych,  
*Fahey Schultz Burzych Rhodes*



“Do not use mediators without franchise law experience, and who have not mediated, and successfully, resolved, a significant number of mediations involving franchisee/franchisor disputes. Otherwise, your chances for a mutually successful resolution are decreased dramatically.”

—J. Michael Dady,  
*Dady & Gardner*

“One important lesson is the importance of staying adaptable. The legal world is constantly changing due to shifts in the administration, the laws, technology, et cetera. Staying adaptable allows me to navigate these changes more effectively, helping to ensure that my legal skills remain relevant.”

—Christina Fugate, *Ice Miller*

“That the one constant we can all count on is change. Over the last 15 years I have watched the business climate, including the joint employment ball, bounce back and forth. From Obama, to Trump, to Biden, now back to Trump. What I have learned is that making extreme changes one way or the other is not the answer. Slow and steady wins the race. Focusing on brand core values and never wavering will lead to the greatest success for all stakeholders.”

—Joe Fittante, *Larkin Hoffman*

“Encouraging franchisors to act reasonably toward franchisees can save a lot of time, money and effort down the road.”

—Tal Grinblat, *Lewitt, Hackman, Shapiro, Marshall & Harlan*



“My most important recent lesson—although it really is just a reminder—is that it’s essential to have a good working relationship with opposing counsel. Over the years, I’ve learned that while it is important to advocate your client’s positions zealously, it’s always more enjoyable to practice when you can pick up the phone and try to work things out with the other side.”

—Deborah Coldwell,  
*Haynes and Boone*

“That it is always important to manage client expectations. This is learned over time and through communication.”

—Michelle Prager, *Paris Ackerman*

“I changed law firms in 2024, after nearly 14 years at the same firm, which was both hard and reinvigorating. The lesson is to not be afraid of change, but also not to burn your bridges.”

—David Cahn, *Offit Kurman*

“Participate in legislation. Virginia was making updates to its Retail Franchising Act, and they took comments from franchisors and others in the industry. I was the only person who submitted comments, and they implemented my suggestions into the laws that went into effect on January 1st. Those changes directly benefit franchisors, especially emerging brands that face financial assurance requirements in Virginia. It was an easy way to advocate for my clients’ interests on a larger scale.”

—Jonathan Barber, *Franchise.Law*



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# Attorneys talk AI and global growth

By Alyssa Huglen

**V**ictor Turcanu's first exposure to franchising came early, as he was once a franchisee of a student painting company in college.

His work at Spadea Lignana today, though, focuses on the franchisor side of the model. Originally from Canada, he began his career at a corporate firm in Toronto before moving to the United States last year to join Spadea Lignana as the head of its international franchising practice.

Turcanu is one of 17 attorneys making their debut as Franchise Times Legal Eagles.

Top of mind for Turcanu is how a turbulent relationship between Canada and the United States may affect franchisors. He anticipates uncertainty in the food industry, specifically for U.S.-based quick-service restaurant concepts making the move up north.

Some Canadian food industries set tighter regulations and have local supply management systems in place, making it a challenge to bring certain products across the border without significant tariffs.

"You're going to have to figure out how you're going to source product locally in Canada," said Turcanu, of addressing this concern with his clients in the U.S.. "You're not going to be moving cheese and dairy and chicken across the border."

International expansion requires intention and strategic planning, he said, as "it's not as simple as just copying and pasting what you're doing in the U.S. and assuming it's going to work in Canada."

About half of Turcanu's clients are non-U.S. franchisors looking to enter American markets. He said he tries to educate those clients on what



▲ Silas Petersen of Larkin Hoffman

it takes to franchise stateside.

"It's a very tightly regulated market—franchise disclosure documents, state registrations, etc.—and it often catches brands by surprise," Turcanu said. "There's a huge element of education that goes into expansion into the U.S. that I think is often overlooked. A lot of franchisors simply just assume they can make it work in the U.S. because it's the largest market in the world, and there's a lot of opportunity."

Finding the right party to successfully translate your brand to the U.S. can also be a challenge, from understanding consumer preferences and trends to knowing how to adapt supply chains.

Turcanu's advice? "If you're going to give away the keys to the kingdom to somebody in the United States, you better make sure that they're the right people for the job," he said, "and that they're sophisticated enough to be able to handle it."

For fellow Legal Eagles New Class member Silas Petersen, working in franchise law allows him to represent all sorts of small businesses.

"A lot of the pushback that you get politically or even in the media against franchising is maybe the similar kind of pushback that large corporations might get, and I'm not sure that's always fair," Petersen said. "Franchising is a really cool way for small businesses to thrive."

Petersen's work at Larkin Hoffman focuses on business litigation, but his career with the firm started in law school. He assisted with summaries of franchise cases as a law clerk, helping assemble an annual developments book for the American Bar Association's Forum on Franchising.

"Writing case summaries isn't the flashiest kind of job," Petersen admitted, "but I turned out to enjoy it."



▲ Eleanor Vaida Gerhards of Fox Rothschild

Looking ahead, Petersen expects artificial intelligence to impact franchising's future in unpredictable ways. While he notes its potential to increase efficiency, Petersen sees a concern in protecting confidential information among attorneys, franchisors and franchisees. As a result, franchise agreements are starting to include AI guidelines for franchisees to adhere to.

Adaptability is key in addressing challenges, Petersen advised franchisors.

"You have to be able to listen to advice," he said, "change your behavior and adjust your system as need be."

## Prepare for more PE

Working for Cinnabon, Ground Round Grill & Bar, Ruby Tuesday and Red Lobster throughout high school and college paved Eleanor Vaida Gerhards' path to franchise law.

"Franchise brands are just close to my heart, personally, and they invoke a lot of really great memories," she said.

Gerhards has been with Fox Rothschild since graduating law school, starting as a general corporate transactional practitioner before gravitating toward a focus on franchising. She is one of 10 attorneys joining the Legal Eagles Hall of Fame this year.

"One day, I'm helping a really beloved, internationally known Korean barbecue restaurant concept expanding in the U.S., and then the next day I'm handling the acquisition and integration of two auto industry franchise systems," she said. "I like the variety, and I like also focusing in a really challenging and specialized area of law."

This element of the industry means accepting its ever-changing nature. Advice is always shifting as a result, Gerhards said.



▲ Victor Turcanu of Spadea Lignana





▲ Abhishek Dubé of Baker McKenzie

“What might be great advice in 2024 may not even be great advice in 2025,” she said. “You should always consider your franchise lawyers as trusted advisers that you go to regularly to refresh and to make sure you’re on the cutting edge of what’s best practice.”

Gerhards expects a continued push for responsible franchising; communication will be important with the focus on third-party sales agents and broker regulations over the following years. She anticipates more states to follow suit in enacting their own broker regulations and laws.

“You see these broker misconducts, misrepresentations and fraud allegations that are making a lot of headlines and spurring a lot of lawsuits,” Gerhards said of franchise systems using unregistered brokers. “I expect the regulatory outlook to shift toward greater broker oversight in 2025 and in coming years.”

Fellow Hall of Famer Abhishek Dubé, meanwhile, didn’t expect to work in franchising.

“Franchise law kind of found me,” Dubé said. “I didn’t really go seeking it out during law school.”

Dubé practiced traditional, corporate M&A work in his first job until a recruiter approached him with an opportunity to practice international franchise law. He said he’s been in love with it ever since, working for Baker McKenzie with 12 years of experience in franchise law.

“It’s so varied, and it’s so different on a daily basis,” he said. “I could be working with brands in a variety of industries, whether it’s hotels, car rentals, indoor trampoline parks, kids’ education, anything.”

Dubé expects an increased focus on AI as franchisors seek out automation in document drafting, compliance monitoring, assessing franchisee performance analytics and identifying inefficiencies. Franchisees can also benefit from utilizing AI to analyze demographics and market data for site selection, enhance training programs and optimize operations, he said.

He also predicts an uptick in M&A activity

## 2025 Hall of Fame

<b>Eleanor Gerhards</b> Fox Rothschild	<b>Andrae J. Marrocco</b> McMillan	<b>Megan Center</b> Quarles & Brady
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## 2025 New Class

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<b>Max Deleon</b> Cheng Cohen	<b>William Cantrell</b> Cantrell Schuette	

under this new administration, with a “lot more appetite” for completing large-scale transactions.

The market and private equity firms will play integral roles in dictating how much activity happens. Dubé expects an interest to lean toward multi-unit franchisees.

“It’s a little bit of a shift from what it’s traditionally been,” he added, “but I think that’s another investment vehicle that PE is seeing as a great opportunity to grow the bottom line, just given how predictable a model franchising is.”

When it comes to what firms are looking for in franchisors, Dubé stressed the importance of sharing brand values and objectives. Franchisors should also “keep their house tidy” by maintaining healthy practices, monitoring and documenting franchisee compliance, checking in with franchisee associations and complying with

federal and state requirements.

“They want to make sure that it’s all cleaned up before they invest in anything or buy anything,” he said of PE firms. “I think that overall compliance piece continues to be incredibly important ... because they don’t really want to come in and clean up too much.” [FT](#)



# Compelling franchise cases abound

## What has been your most interesting case or transaction lately, and how did you work through it?

“I worked on the Self Esteem Brands-Orangetheory Fitness merger. Based on the powerhouse brands and the strong leadership on both sides, it was a very interesting transaction. The importance of clear communication, as well as the clarity of common vision and purpose is integral in any combination. That’s even more so with this one, as you had two of the largest brands in the health and fitness space coming together.”

—Joe Fittante, Larkin Hoffman

“Assisting our client with their master license rights in Canada for a celebrity chef-owned restaurant brand. We were persistent

in our discussions and negotiations with the U.S. master licensor given the market differences between the U.S. and Canada, as well as the value of the Canadian dollar vis-a-vis the U.S. dollar.”

—Debi Sutin, Gowling WLG

“I worked with a client who was stuck on a particular clause in the franchise agreement. Rather than focusing on worst-case scenarios, I walked him through how similar clauses are typically enforced in practice and shared examples of how other franchisees navigate them successfully.

By reframing the discussion with real-world experience, we turned uncertainty into understanding. That’s the value of a good FDD review—it’s not just about red flags, but about helping candidates make informed, confident decisions.”

—Kristian “Kit” Higgs, Kit Franchise Law

“I’m representing a former franchisee of a dessert-based concept. The franchisor is claiming that the generic recipes are trade secrets. I’ve spent hours looking at cookbooks going back 80 years to prove the substitutions are commonly known.”

—Caroline Fichter, Bundy & Fichter

“Successfully representing a franchisee association in a use-of-technology dispute with their franchisor. The dispute centered on our client’s members’ use of their franchisor’s technology. By agreement, a skilled, mutually acceptable mediator with franchise law experience, who had previously resolved several prior franchisee/franchisor disputes, was brought in. In a ‘one day’ mediation, the matter was concluded at 11:59 p.m.”

—J. Michael Dady, Dady & Gardner

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