

Meet best & brightest attorneys in franchising

Looking for a great franchise attorney? Look no further than the Franchise Times Legal Eagles. After a year of chaos and uncertainty, these exceptional professionals are more necessary than ever.

It's hard to find a concept that didn't face major change in the last year, which can put incredible strain on a franchise system. These legal professionals play a key role in addressing that strain, and unlike the lawyer across town or your cousin who does divorce law, the Legal Eagles understand what is at stake for both the brand and the franchisee.

With a keen mind for both the legalese and business, they understand the gravitas of every legal battle, every transaction and every document. That engenders a spirit of collaboration and efficiency among this tight-knit group of legal professionals.

No matter the issue, the Franchise Times Legal Eagles want to get it solved so everyone can get back to business. Nobody lasts long on this coveted list while trying to make waves in a dramatic court battle or by driving up billable hours.

Articles by
Callie Evergreen,
Laura Michaels
and Nicholas
Upton

Survey and
research by
Jenny Raines

This year, we dug into what's prompted some of the most pressing legal issues in franchising: the COVID-19 pandemic. How will it affect everything from the FDD to operations and franchisee-franchisor relations? Check out page 43 to find out.

We also looked into potential legislative and regulatory changes under the new administration of President Joe Biden. Are we sliding back into the joint-employer dark ages? Probably not, but that and many other changes could affect franchising; see how on page 48. Lastly, we touched base with some of the newest and youngest Legal Eagles on the list. These youthful legal professionals take a different approach, and clients are reaping the benefits. See how on page 54.

Congratulations to all our Legal Eagles. **FT**

—Nicholas Upton



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How COVID alters the legal landscape



By Callie Evergreen

The Franchise Times Legal Eagles saw firsthand the chaos 2020 caused in the franchise world, and they said they'll be watching the fallout for years to come in the courtroom, with issues ranging from changing franchise disclosure documents to COVID safety mandates.

A lot of system rules and responsibilities went out the window, or at least were placed on the windowsill, as many franchisors and franchisees alike just tried to survive this past year. And although many brands have been using the cliché phrase, "we're all in this together," that really depends on what industry you're in, said Michael Levitz, a lawyer at Drumm Law.

"One system can have two franchisees, in the same system in fast food, but one's in a mall that's been closed and the other is outside with a drive-thru," Levitz said. "There is no commonality. The starting point really gets down, not only to concept, but to franchisees within the concept."

But the phrase works for franchising in general, Levitz said, because if 'zees aren't making money and not paying royalties, it hurts both the small business owner and the franchisor.

In terms of how 2020 will be reflected in franchise disclosure documents, Levitz thinks as a general rule, "most franchisors are probably not going to be in a good position to make an Item 19 claim, in part because it's not really meaningful if the information reflects craziness and chaos and is unlikely to be the same ever again."

"Frankly, I don't know what the point of an Item 19 franchise performance representation will be" for 2020, he added.

Bethany Appleby, a lawyer at Appleby & Corcoran, wondered whether future franchisees will argue they were misled by what was disclosed in Item 19s, leading to litigation.

"Other items within the system, in how it

runs and the requirements, are things lawyers will have to think about when preparing post-COVID FDDs and during COVID renewals," Appleby said. "Read through the whole document and make necessary changes instead of just worrying about the Item 19."

Expecting permanent changes to be made to franchise agreements and contracts because of COVID-19 isn't realistic, Levitz said, though some prospective franchisees may be looking for added provisions along the lines of an easier exit strategy clause if circumstances like the pandemic arise again. "But that's a challenge for the franchisor because they don't want to make earnings claims," he said. "At the end of the day, franchise agreements are really trademark licenses."

Appleby echoed that comment, and added lawyers are only now beginning to see the effects of franchise force majeure litigation. As interpretations make their way through

the court system on if people were legally allowed out of contracts because of COVID-19, decisions will be telling for future cases.

For Sandy Wall, a lawyer at DLA Piper, the focus should never be on the contract, but the business relationship. Any permanent changes to franchise agreements because of COVID-19 seem like a knee-jerk reaction, she said, because contracts need to be flexible to evolve over time.

"Systems have evolved since franchising began, and the most successful franchisors and franchisees just deal with it," Wall said. "The contract is not the critical component. It's about doing what's right for the system, because only if the franchisee survives will the system survive. Whether modifications have been made is not the big issue, but what is the place of the franchise system today in the new world?"

Wall added the biggest lesson for prospective franchisees to take away from this past year will be asking current franchisees if they felt supported and how they feel about the franchisor and system after 2020.

Another legal consideration to be on the



▲ Consider the whole FDD when making updates, says attorney Bethany Appleby.

lookout for is joint employer and vicarious liability, Appleby said. Franchisors are walking a fine line regarding COVID-19 safety, for example.

"When franchisors get too in the weeds and start mandating safety protocols, whether COVID or a crime occurs at a location, they can cross the line and become vicariously liable for things that happen at a franchise unit," Appleby said. "That's going to be a consideration. Whatever you're mandating because of COVID, if something bad happens, don't become so involved in that sphere" that you're liable. This issue could also come up if brands start mandating COVID vaccinations for employees, and those employees have a bad reaction or objection to the vaccine, Appleby said.

On the flip side, Appleby could also see franchisees making a case if they thought their franchisor didn't require enough COVID-19 safety precautions. "But it's a balancing act, it doesn't mean the franchisor shouldn't care about COVID...you don't want a COVID outbreak and to be so hands-off that it's the Wild West," she added. "If you don't put in place any protocols, then franchisees get sick and blame it on your brand, that's a bigger risk in most cases." ^{FT}



▲ Sandy Wall

“Systems have evolved since franchising began, and the most successful franchisors and franchisees just deal with it.”

— Sandy Wall, DLA Piper

Sharing big trends and best lessons



What's the biggest trend you're watching in 2021, and how are you approaching it?

“COVID, COVID, COVID. Advising franchisee clients to understand that they likely have contractual and common law rights to end their franchises. In considering those issues, the clients have to also think about their contractual rights to not put themselves at risk.”

—Peter Greenfeld,
Law Offices of Peter N. Greenfeld

“Companies are increasingly realizing that they need a flexible enough business model to pivot in response to crises and changes in the marketplace. Some are getting very creative in finding ways to stay afloat and even thrive despite the pandemic. In addition to the obvious examples, like adding delivery and curbside pickup, we've seen coffee brands add prefabricated box units with drive-thru, trampoline parks add after-school care programs, and cleaning companies focus on disinfection rather than traditional office cleaning. All of these changes can give rise to legal issues to address and require good cooperation between the franchisor and its franchisees and area developers and representatives. We are all in this together.”

—Bethany Appleby,
Appleby & Corcoran

“How franchise systems react to a slow ‘return to normal’ after a year of seismic change in response to the pandemic. Obviously, many businesses had to modify how they operated due to lockdowns and other government restrictions on group gatherings. And in most cases, franchisors and their franchisees worked together cooperatively to implement those changes to save their businesses—even though in a non-pandemic world such modifications might have been resisted by the

franchisor or its franchisees. When restrictions begin to end as infections decline and vaccination becomes more widespread, it will be interesting to monitor whether franchisors and their franchisees agree to continue operating as they have during the pandemic or return to pre-pandemic operating means, or whether there is conflict between franchisors and franchisees about the ‘right’ way to operate the business.”

—Cheryl Mullin, Mullin Rybicki

“I'm seeing more franchise disputes being settled sooner, less expensively and more efficiently in mediation than pre-pandemic. Franchisors and franchisees are realizing that fighting in courts (if they are open) and in arbitration hearing rooms is a zero-sum way of dispute resolution—no one wins (not even lawyers) and everyone loses.”

—Arthur L. Pressman, Arthur L. Pressman
Dispute Resolution Services

“We are seeing a lot of franchising in the retail cannabis space as well as consolidation in many franchise industries. Our firm has extensive expertise and

experience in the cannabis and M&A space and has been actively developing this expertise to be well positioned to handle these transactions.”

—David Shaw,
Dale & Lessmann

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

“While I'm usually a pretty confident person, generally, I admit that I was somewhat intimidated when faced with our first Zoom arbitration, a complex, 10-day affair. Amazingly, with a great deal of cooperation from all parties, including the

arbitrator, it went off virtually without a hitch. It made me realize that taking on a new challenge in technology is really no different than a new challenge in sports or any other venue with which you might not be familiar. Figure it out, prepare, anticipate what could go wrong ... and let 'er rip.”

—Richard Rosen,
Rosen Karol Salis



▲ Cheryl Mullin

“Leadership matters. I've seen recent examples where collaborative leadership makes a meaningful difference—a franchisor doesn't give up its decision-making authority but listens to franchisees (gives them a voice rather than a vote) in the franchisor's decision-making process on key system initiatives.”

—Brian Schnell, Faegre Drinker

“This is not a new lesson but the pandemic underscored the importance of relationships—with clients, colleagues and opposing counsel. If you strive for, and cultivate, strong relationships, you will weather any storm.”

—Deborah Coldwell, Haynes and Boone

“An old lesson that I was reminded of: 90 percent of success is showing up, and being stuck at home due to COVID is no excuse for not showing up. I learned it by making a special effort to reach out to people using whatever means were available, and always being positively surprised by the response.”

—Richard Leblanc, Miller Thompson

“As many of us are working remotely, one of the biggest lessons I've had to teach myself is how to turn work ‘off.’ It is so easy being at home to always be connected, whether it's through your laptop, iPad and phone. Even during these turbulent times, it is important to take time for yourself.”

—Christina Fugate, Ice Miller



▲ Richard Leblanc



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Bethany L. Appleby has practiced franchise law for over 20 years and represents clients in a wide variety of transactional matters, litigation, and arbitration. She is also a trained arbitrator and mediator. Before launching the franchise law boutique firm Appleby & Corcoran, LLC, Bethany was Chief Legal Officer for Subway Restaurants and previously co-chaired the Franchise and Distribution Practice Group at a law firm with a substantial franchise practice. She serves on the American Bar Association Forum on Franchising's Governing Committee and is the organization's Diversity Officer and a past Editor-in-Chief of the Franchise Law Journal. She is active in the International Franchise Association and a frequent speaker and writer on franchise law topics.



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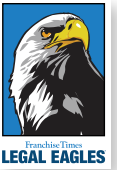
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CARMEN D. CARUSO and his firm are sought-after for high stakes litigation and arbitration cases throughout the United States. Nationally recognized for its success in franchise and dealership litigation, the firm's cases have expanded legal protections for franchisees and dealers, and their independent associations, against anticompetitive, 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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Richard Bayer, a partner with Einbinder & Dunn LLP, leads the firm's franchise regulatory practice. Richard has extensive experience in representing franchisors with the development and growth of their franchise systems domestically and internationally. Services for franchisors include franchise disclosure document preparation and registration, franchise sales compliance and onboarding, corporate structuring, mergers & acquisitions, trademark registration and protection and commercial real estate leasing. Richard also represents franchisees in connection with the acquisition of single-unit, multiple-unit, area development and master franchises, the formation and operation of franchisee associations, as well as matters involving corporate structuring, financing, commercial real estate leasing, and mergers & acquisitions. Richard is a frequent author and speaker on franchise and business law topics.



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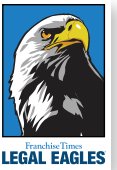
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Stephanie J. Blumstein focuses her practice on commercial and franchise litigation. She has comprehensive experience representing franchisors and franchisees in multiple business sectors in a wide range of matters. She represents clients in federal and state courts throughout the United States, as well as in various alternative dispute resolution forums. In addition to her work as a litigator, Ms. Blumstein regularly advises clients on contract drafting and negotiation, and on numerous other business law issues. Ms. Blumstein serves on several committees, including the American Bar Association Forum on Franchising Program Committee and the New York State Bar Association Franchise, Distribution and Licensing Law Committee. She is also a frequent speaker at leading franchise industry events and a contributor to various publications on franchising.



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Mackenzie L. Dimitri is a partner with Einbinder & Dunn LLP. She splits her practice between litigation, representing franchisor and franchisee clients in trials and other dispute resolution forums throughout the country, and transactional work, which includes an extensive number of complex franchise acquisitions, including for multi-unit franchisees, drafting and negotiating commercial contracts including franchise disclosure documents, and advising on corporate structure, among other things. Ms. Dimitri is a member of the American Bar Association Forum on Franchising, the Women's Caucus for the Forum, the International Franchise Association, IR Global, and other prominent legal organizations.

Ms. Dimitri is a frequent author and presenter, including the ABA article, "Enforcing the Bargain or Buying Your Way Out? The Right to Specific Performance in Franchise Agreements versus the Concept of Efficient Breach," an upcoming article for the IFA on representing franchise systems in their handling of social justice issues, the New York Chapter of the Franchise Deskbook, and a number of magazine and trade journal articles. Ms. Dimitri has also spoken at several franchise conferences, hosted webinars, and taught continuing legal education classes on franchise legal issues, and is a frequent contributor to Einbinder & Dunn's legal blogs.



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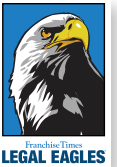
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Michael Einbinder is a founding member of Einbinder & Dunn LLP. He is a member of the American Bar Association Forum on Franchising, the International Franchise Association and other prominent franchise organizations, as well as a frequent speaker at leading franchise industry events. An author in numerous publications, he has contributed a chapter to the "Franchise Litigation Handbook," and to "Covenants Against Competition in Franchise Agreements," both published by the ABA Forum on Franchising. Michael Einbinder also serves as an arbitrator in franchise cases for the American Arbitration Association.

Einbinder & Dunn handles litigation, arbitration, and mediation nationwide for both franchisors and franchisees (including associations). The firm also represents start-up and established franchisors in franchise development and regulatory compliance.

In addition, Einbinder & Dunn represents multi-unit and single unit franchisees in transactional and real estate matters of all kinds.



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Trish Macaskill	Akerman LLP	Denver, CO	ZOR	T
Leonard Macphee	Polsinelli PC	Denver, CO	ZOR	T
Kevin Maher	Baker & McKenzie LLP	Dallas, TX	ZOR	T
Gina Malandrino	Cheng Cohen LLC	Chicago, IL	ZOR	T
Andrew Malzahn	Dady & Gardner	Minneapolis, MN	ZEE	T
April McKenzie Mason	Burr & Forman	Birmingham, AL	ZEE ZOR	T
Andrew Matson	Spadea Lignana	Philadelphia, PA	ZEE ZOR	L T
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Attorneys gauge legislative impacts



By Laura Michaels

The running saga that is franchising's relationship with the joint employer standard will continue this year, but perhaps without the alarmist rhetoric of 2014 that had some in the industry predicting the evisceration of the franchise model.

"Now, most franchisors are familiar with this topic, and ... we didn't see franchisors dramatically change their behavior with the last administration," said Amy Cheng, a partner at Cheng Cohen in Chicago. That last administration of course being the one of former President Donald Trump, who appointed new members to the National Labor Relations Board, which in turn voted to narrow the definition of joint employer to that of direct control, meaning a franchisor can be considered a joint employer only if it has direct control over a franchisee's employees and is involved in actions such as hiring and firing.

While an additional NLRB directive and Department of Labor rule further solidified that stance, the U.S. District Court for the Southern District of New York in September struck down the Department of Justice's criteria for determining when a franchisor is a joint employer, again raising the liability concern. President Joe Biden, a Democrat, appointed a new NLRB chairperson, Lauren McFerran, and when the term of one Republican member is up in August he'll be able to add another Democratic member, likely setting the stage for a return to labor policies first advanced under President Obama.

Still, said Cheng, that shouldn't mean a drastic shift for most franchisors who'd already revised franchise agreements to better spell out franchisee control and specifically where franchisors don't have control.

"Now it's maybe just that we have to remind them," continued Cheng, "but it's not quite as harsh of a reality this time around." One of those important reminders, she said, is it's not only top-level executives who must be aware of joint employer liability, but field staff and the sales team as well, who should be clear in all dealings with franchisees that



▲ Amy Cheng expects less joint employment drama this time around for franchisors.

they as the operator are responsible for hiring, firing and training employees.

The addition of language in the franchise agreement expressly assigning control of employee-related matters to the franchisee has become more common over the past five years, said David Gusewelle, a transactional attorney at Drumm Law, as a way to limit liability exposure for franchisors. He's also advised clients to update their operations manuals, require visible signage to communicate that a store is independently owned and operated, and recommended in some cases that franchisees have workers acknowledge in writing that they are not employees of the franchisor.

The pendulum that is joint employer "is swinging back and forth all the time," said Gusewelle, and most franchisors didn't suddenly get involved in the human resources-related matters of franchisees during the Trump presidency so as a result shouldn't need to walk back their approach.

At the state level, California's Assembly Bill 5 labor law, which codified the so-called "ABC test" that makes it more difficult for some businesses to classify workers as independent contractors rather than employees, is another to watch. The International Franchise

Association, along with the Asian American Hotel Owners Association and independent Dunkin' and Supercuts franchisee associations, filed a lawsuit late last year to stop the state from enforcing the law against franchises, arguing existing statutes, including the Federal Trade Commission's Franchise Rule, recognize that the relationship between a franchisor and its franchisees is a commercial relationship, not an employment relationship.

Tal Grinblat, an attorney at Lewis Hackman in California who represents franchisors and franchisees, said A.B. 5 is "a very scary prospect" for franchises because the first part of the ABC test says a hiring entity may only classify a worker as an independent contractor if the worker is "free from the control and direction of the hiring entity in connection with the performance of the work, both under the contract for the performance of the work and in fact."

That test "gets at the crux of what franchising is all about," said Grinblat, as franchisors set standards that apply to operations to ensure consistency across the system. He wasn't aware of any new lawsuits brought by franchisees making claims of being an employee of the franchisor since the law took effect in January 2020, but said the industry as a whole should be vigilant.

"It's up to the franchise industry, frankly, to educate the politicians about the industry and how it works, and why it shouldn't be subject to the same regulations," said Grinblat.

The negative impact of A.B. 5 on the franchise model is something franchisors and franchisees generally agree on, said Nancy Lanard, who represents franchisees as a senior partner at Lanard and Associates.

"It's next to impossible to be considered an independent contractor under the ABC test," said Lanard. "That changes the entire economics of the model."

Franchisees, she continued, "are going in believing they're independent business owners and they're signing on for the systems, the marketing, the support. Most of them don't want to be employees."

More states could take up similar legislation, and at the federal level Lanard said a Democratic administration is more likely to focus on consumer protection-oriented rules.

"It's up to the franchise industry, frankly, to educate politicians about the industry and why it shouldn't be subject to the same regulations."

— Tal Grinblat, Lewis Hackman



▲ Franchisee attorney Nancy Lanard wants to see audited numbers in Item 19 financials.

One agency she'd like to see take action is the FTC, which is considering updates to the Franchise Rule as part of its regular review, including whether to require franchisors to disclose financial performance information in Item 19 of their franchise disclosure document. Lanard, however, wants to see the FTC

take that potential requirement a step further. "In my opinion, the best thing that could happen is the FTC would require audited financial performance representations in Item 19, but that's not being talked about," she said. "Item 19, these are unaudited numbers," and if a franchisor does include this information, "prospective franchisees ultimately need to back up what's in Item 19 by talking to other franchisees."

Gusewelle, who noted Item 19 is arguably the most important section of the FDD for franchisees when evaluating a brand, said in practice requiring that disclosure would be a "huge burden for franchisors." Administratively, if a franchisor doesn't already track sales data from franchisees, "it'd be a huge undertaking to collect that data and there's a cost that comes along with it," he said. The accuracy of information from franchisees is also a concern, and Gusewelle added if existing franchise agreements don't already require franchisees to provide financial performance information, those franchisors would likely be unable to meet an FTC mandate.

The FTC last amended the Franchise Rule



▲ Tal Grinblat says those in franchising need to do a better job educating lawmakers.

in 2007, and a complete review is likely to take considerable time. Looking ahead, however, Gusewelle said franchisors should prepare for potential changes and think about structuring their agreements accordingly. **FT**

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Don't overlook these key issues



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

Sales Team Impact

“Franchisors—particularly new franchisors—need to understand the impact of comments made by their sales team. Often a new franchisor looks to drive sales and hires an aggressive salesperson or outside broker team in order to do so. That is a perfectly fine business decision, but they need to ensure that the sales team understands and follows all state and federal sales laws and makes a clear record of communications to franchisees. Franchisors can ultimately be held liable for the comments an outside salesperson makes, so it's in their (and the franchise seller's) interests to document and monitor sales activity very closely.”

—David Gusewelle, Drumm Law

Misleading FDDs

“More people in franchising need to appreciate that a technically compliant franchise disclosure document can still be found to be ‘deceptive’ or ‘misleading.’ I believe the concept of ‘paltering’ (i.e., using truthful statements to deceive) will become more prevalent in future legal battles.”

—Ari Stern, O'Hagan Meyer

Data Security

“Data privacy and cybersecurity. As COVID-19 has accelerated digital trends in franchising, data privacy is more important than ever. Franchisors and franchisees alike are collecting more personal information about their customers than ever before, and need to ensure that they understand how to properly collect, store, use and ultimately dispose of such data. By the same token, with increased data on hand, franchise systems are becoming increasingly attractive targets

for hackers and malicious actors. Franchisors need to ensure that they and their franchisees are taking data security seriously, as even one misstep can have serious consequences on the entire brand and system.”

—Jason Brisebois, Sotos

Force Majeure

“Drafting a well-crafted force majeure provision. Many franchise agreements do not contain a force majeure clause, which is a contractual provision that allows non-performance in certain, unforeseen situations. With COVID, we have seen this become particularly important.

If a franchisor is not able to supply certain items, or cannot conduct training as required by the franchise agreement, a force majeure provision could allow performance to be excused or the timing for performance to be extended.”

—Christina Fugate, Ice Miller

System Change

“The extent to which franchisors can change, alter and modify their systems through alleged changes to

system standards in operations manuals. It is a complex issue, but franchisors are pushing the envelope on this issue and certain practices, like the imposition of new and additional fees or material, substantive changes to the system, should be evaluated to keep franchisors from abusing this ‘discretion.’”

—Andrew Bleiman, Marks & Klein

Buyer's Side

“My focus is franchise M&A. I could see how it would be helpful for franchised systems to understand the buyer's due diligence process a bit more

so they can get their system ready to sell without having any red flags come up during the sale process.”

—April Mason, Burr & Forman



▲ Jason Brisebois

Trademark Law

“The Trademark Modernization Act of 2020 is the most significant piece of trademark legislation since the Trademark Law Revision Act of 1988. It will have an immediate impact on franchising as it reinstitutes or confirms (depending on the jurisdiction) the presumption of irreparable harm in trademark litigation.”

—Chris Bussert, Kilpatrick Townsend & Stockton

Damages

“The concepts of materiality, causation and damages. Too often we focus on whether there was a wrong (violation of law, breach of contract, misrepresentation) and use that as a lever for trying to extract relief without considering whether the asserted wrong was material in any real respect, was the cause of the client's or the opposing party's alleged injury, or whether the wrongdoing resulted in any calculable damages. I find that often the list of wrongdoing does not amount to anything that can or should be pursued.”

—Benjamin Reed, Plave Koch

Expert Witnesses

“The use of expert witnesses in major disputes between franchisees and franchisors, particularly in arbitration where the biggest fear of arbitrators is being overturned for not allowing testimony. This is an opportunity for both franchisors and franchisees to better educate the trier of fact

on what franchising is, and who is responsible when a business fails.”

—Chuck Modell, Larkin Hoffman



▲ April Mason



▲ Ari Stern

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Yianni Alexopoulos	Sotos LLP	Toronto, ON	ZOR	T
David Altschuler	Teplitsky Colson LLP	Toronto, ON	ZEE ZOR	L
Adrienne Boudreau	Sotos LLP	Toronto, ON	ZEE ZOR	L
Jason Brisebois	Sotos LLP	Toronto, ON	ZOR	T
Cassandra Da Re	Dale & Lessmann LLP	Toronto, ON	ZOR	T
Allan Dick	Sotos LLP	Toronto, ON	ZEE ZOR	L
Jennifer Dolman	Osler, Hoskin & Harcourt LLP	Toronto, ON	ZOR	L
Idan Erez	Hoffer Adler LLP	Toronto, ON	ZEE ZOR	L
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Helen Fotinos	Dentons	Toronto, ON	ZOR	L T
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Sam Khajeei	Nerland Lindsey	Calgary/Edmonton (AB) and Vancouver (BC), Canada	ZEE ZOR	T
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About this project:

This Franchise Times list of star legal professionals in the franchise industry is built with nominations and recommendations from clients, peers and other legal professionals. Hall of Fame Legal Eagles are lawyers who have been named to the list for 10 years.

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Daniel So	McKenzie Lake	Victoria, BC	ZEE ZOR	T
John Sotos	Sotos LLP	Toronto, ON	ZEE ZOR	L T
Debi Sutin	Gowling WLG LLP	Toronto, ON	ZEE ZOR	T
Anna Thompson-Amadei	Sotos LLP	Toronto, ON	ZEE ZOR	T
Peter Viitre	Sotos LLP	Toronto, ON	ZEE ZOR	T
Larry Weinberg	Cassels Brock & Blackwell LLP	Toronto, ON	ZOR	T
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Younger Eagles embrace change



By Nicholas Upton

There's a new generation of franchise legal professionals coming into the industry with more than just youthful energy. They're bringing new ideas, new ways of working, new technology and are providing some new value to franchise clients.

Maybe the most visible proclivity of young lawyers is the use of technology. The under 40-ish set grew up with the internet and learned to type early—no Dictaphones here.

"I remember when I first started articling, they handed me a Dictaphone and said they really wanted me to use this. I was supposed to speak into it and draft contracts with a Dictaphone. I was supposed to say, 'Page one section one, the franchisor agrees...,'" said Sam Kajeei, a partner at Canadian firm Nerland Lindsey. "I don't know how that was supposed to work out. I never grasped that, but that was antiquated technology that firms still had. That was the leading law firm at the time."

Adam Wasch, founder of Wasch Raines, said the recording and transcribing device was basically a fossil when he began practicing, but still in use.

"We're late 2000s, they had the older attorneys using the Dictaphone and teaching the young attorneys how to use it. Some of the younger guys were pretty good at it.

Meanwhile I'm just hammering out a letter, typing faster than any assistant would type and I'm done. It's just so inefficient; I never used it," said Wasch.

In an age where franchise operators and franchisors are used to immediate results and highly efficient technology, getting things done is a core competency of younger attorneys. Both Wasch and Kajeei said it's important to meet clients where they want to be, whether that's on text, Whatsapp, Slack or even Twitter. Wasch said comfort with social media helped his firm with marketing and keeps legal issues top of mind for followers.

"It's just developing a community, there's nobody being the leader on social media in the franchise community," said Wasch. "And it's free. That's what's amazing about it, we have such a small marketing budget because we do so much on social media."

He said he was even one of the first people, let alone franchise lawyers, on the live-conversation app Clubhouse.

"I log on for like a half hour or an hour every couple days, join a franchise room and become the franchise law authority and I give them curbside advice," said Wasch. "I just got my first franchisor client, and I'm

like holy crap, this is free? I just have to talk about franchising for an hour each week."

A different mindset

Caroline Fichter, an associate lawyer at Bundy Law Firm, said she tweets a "regrettable amount," but it pays dividends for her and her father's family firm. While there might be some cat gifs in there, the social network helped her speed up a recent case because she and the opposing counsel were already friendly on Twitter.

That kind of close connection is common across franchising to some degree but more amplified when two franchise lawyers keep in contact online, not just at the franchise expos. It might not change the outcome, but can reduce the posturing and sabre rattling that drives up the billable hours.

Fichter said the network effect of social media made that happen, but her value consciousness was forged in the Great Recession. "I remember very clearly sitting with my girlfriends from law school—the lady lawyer happy hour group—we were wondering how we'd make it the next six months with a law degree," said Fichter as she added those tough times made her "very scrappy and very cost-conscious."



▲ Caroline Fichter

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"I'm constantly checking our pricing against the marketplace, and I'm not sure people did that before. I'm very comfortable talking about the value of our pricing," she said.

Hers is a different approach, Fichter continued, as lawyers can carry a halo of the "aristocratic counselor," some detached, wizened person lording over arcane knowledge. The value was as mysterious until the bill came.

Henry Pfutzenreuter, a shareholder and lawyer at Larkin Hoffman, agreed and said the unique period of the last 10 or 15 years created a whole new way of thinking for younger lawyers.

"There's this mantra that younger folks are spoiled with participation trophies," said Pfutzenreuter. "Young lawyers faced a lot of adversity. I think that's what defines this younger generation of attorneys, and it ingrains some of the best attributes of a lawyer: honesty, hard work and humility.

I have a whole box of rejection letters. That experience teaches you how to accept and be honest about bad outcomes. You talk to a lot of lawyers and it's like they've never lost a case before, and that's not true."



▲ Hannah Fotsch

He said it's a two-way street: he asks clients how he's doing and what he could do better. That helps him and younger lawyers think differently, be it with new tools or tweaks to their legal practice.

"That's important. The willingness to embrace change is one thing that makes younger lawyers unique," said Pfutzenreuter. "Someone who has been doing something for 40 years doesn't necessarily want to invest in something new, but if you're looking at

another 30 years of practice, change is the only constant and younger attorneys are willing to make those investments."

At 29, Hannah Fotsch, an associate lawyer at Lathrop GPM in the "throes of FDD renewal season," may be the youngest lawyer

on this year's list. She said she was drawn to the firm because of a pro-bono work requirement, time she puts toward immigration and racial justice work. That carves out more room for empathy in her practice, something she said leads to better client outcomes.

"My mindset is really just thinking about someone as a whole person. I think that's really important if you're working pro-bono or on a corporate issue, being able to think of someone as a whole person," said Fotsch. "I found that's really helpful for negotiating contracts. To be able to say, what are our underlying rules or issue we're trying to approach? And figure out a way to come to agreement on it. We can figure out the legalese, that's the easy part, but how do we find common ground?"

But it's not a situation of young versus old. Fotsch said she relies heavily on the seasoned folks at Lathrop GPM. Pfutzenreuter said a clerkship with a judge brought direction to his legal career. Both Fichter and Wasch work alongside their franchise-law stalwart fathers. Kajeei said while the Dictaphone didn't stick, many more legal insights did. **FT**

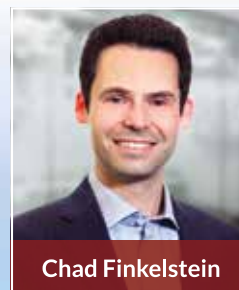
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Interesting cases & COVID downtime



What's been your most interesting case or transaction lately? How did you work through it?

“During the height of the pandemic, I assisted a client in the simultaneous (i.e., same day) closure of over 500 locations. Some franchisees objected to the closure, notwithstanding the fact that many jurisdictions mandated it. We had to explain the rationale for the decision, from a public health, business and legal perspective, and very quickly gain the confidence of the franchisee community in the soundness of the decision for the long-term benefit of the system. Eventually, we gained the support of the franchisees and those who objected withdrew their objections. It was a necessary action, but nothing that anyone enjoyed.”

—Jan Gilbert, Polsinelli

“I've worked on several M&A deals this year representing private equity buyers of franchised systems. These transactions are often taking place as part of a competitive auction, so they move fast. We had one

transaction go from initial diligence to closing in a three-week time period. It required lots of organization and manpower to get it to the finish line.”

—April Mason, Burr & Forman

“We represented a major foreign franchisor entering the U.S., whose affiliate had, 10 years earlier, granted master franchise rights for all of North America to a Canadian-based company. The Canadian master franchisee had granted franchises in several states, including California. Although our client's affiliate had terminated the Canadian master's rights before granting rights to our client, it was the master's duty to terminate its relationships with its U.S. sub-franchisees, including those in California.

Although we disclosed this, regulators initially demanded that our client offer to 'refund' fees that the subfranchisees of the Canadian master franchisee had paid to the Canadian master, as a condition of our client's being registered! Our client did not even know what the fees were! Through negotiations with the

regulator, including representatives of both the examination and enforcement divisions, we were able to reach a resolution—after nearly two years.”

—Carl Zwisler, Lathrop GPM

“We represented the buyer on a Panera acquisition. When the pandemic hit, the deal stalled as the network's performance plummeted. In the ensuing months, we negotiated a reduction in the purchase price, but gave the seller the opportunity to recapture the lost sale proceeds based upon the network's post-closing performance.”

—David Paris, Paris Ackerman



▲ Carl Zwisler

“I'm setting up a cannabis franchise. The legal issues are fascinating and the law is always changing. It has been wonderful to game out the possibilities and design a FDD and franchise agreement that will adapt and work for the franchisor and the franchisees even if the regulatory environment changes.”

—Caroline Fichter, Bundy Law Firm

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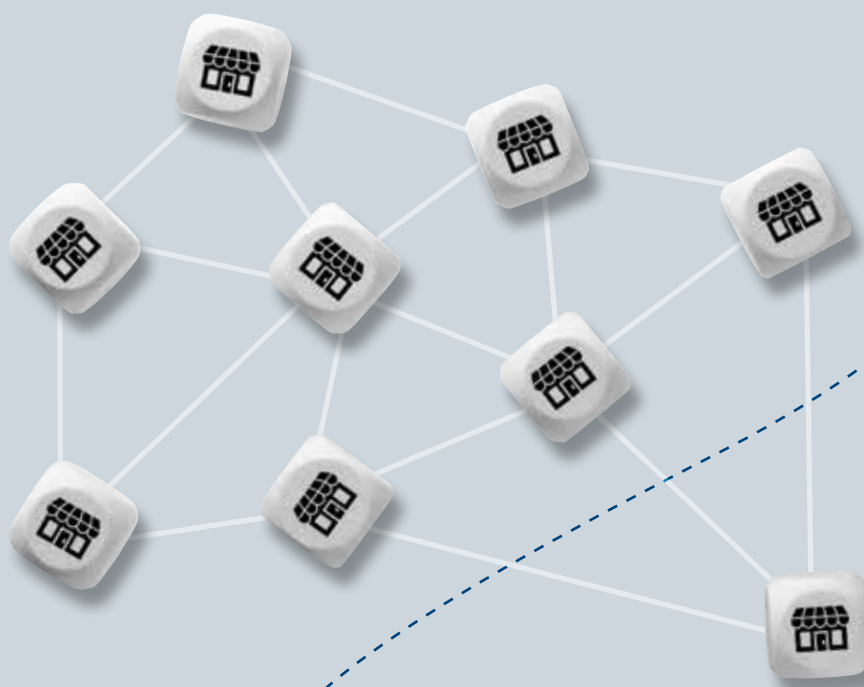
Larry Weinberg, Geoffrey Shaw, Derek Ronde, and Frank Robinson

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“ Legal liability of franchise brokers for violation of state franchise disclosure and unfair trade practice laws. This is still being litigated. ”

—W. Michael Garner,
Garner, Ginsburg & Johnsen

“ Helping many of our clients navigate the uncharted waters of shuttering their operations, obtaining PPP funds and successfully reopening their businesses was interesting because there was no roadmap for doing this before. Those difficult months required us to use innovative thinking to help clients determine how to best preserve the long-term value of their business operations. ”

—Ritchie Taylor,
Manning, Fulton & Skinner

What did you do with your COVID downtime?

“ We used the downtime of 2020 to write two books (no travel, no conferences, no beer festivals). We also paired up with a local brewery to do the first-ever beer/book collaboration. ”

—Mike Drumm, Drumm Law



▲ Tom Spadea

“ I built my backyard oasis, complete with pool, cabana, outdoor kitchen and pizza oven! ”

—David Paris, Paris Ackerman

“ What downtime? We have never been busier. After a slight lull in activity in March and April 2020, our clients have been very busy planning and opening new units in a variety of sectors. In addition, our firm has seen an upsurge in new start-up franchise offerings. As an example of the active business environment that has permeated the second half of

2020, our leasing team has reviewed and negotiated approximately 75 leases for franchisees since March 2020. ”

—Joseph Wasch, Wasch Raines

“ On a personal level, it was really a great year. I spent so much time with my wife and kids; I think I will look back longingly on that part of 2020 for sure. I also made great strides with my garden tomatoes and peppers. This was my third year as a backyard gardener; the first two were less than spectacular. With



▲ Chris Bussert

all the redirected downtime, I finally had a breakthrough bumper crop of delicious tomatoes and peppers. I still made some mistakes that I will adjust for this year, but 2020 was the year I really nailed home gardening. ”

—Tom Spadea, Spadea Lignana

“ I did not live with a dog in my first 50 years on earth, and was pretty skittish around them. My family and I adopted a dog in 2019, but during the pandemic I have completely bonded with her and now rarely want to leave her side. Happy to report the feeling is mutual! ”

—David Cahn, Whiteford Taylor & Preston

“ I used the pandemic as an excuse to rehab and train heavily following hip resurfacing surgery last February to return to competitive tennis. I ended up having a great year particularly in doubles in my first year in the USTA Men's 65s division. I won three national and one international event and ended up the year ranked as the No. 1 doubles player in the country in that division and my partner and I were the No. 1 ranked doubles team. ”

—Chris Bussert,
Kilpatrick Townsend & Stockton

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David S. Paris
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Franchise Finance



Karen E. Abrams
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Mark is a founding member and current President of Fahey Schultz Burzych Rhodes PLC. He leads the firm's franchise practice, representing start-ups to Top 300 franchise systems in virtually all aspects of the industry. Mark takes his role in representing franchisors far beyond the traditional preparation and registration of disclosure documents. Mark counsels clients on franchise sales compliance, franchise relationship management, dispute resolution, supply chain contracting, marketing, and operations. For over 30 years, Mark has lived out his passion working with executives and representing businesses looking to expand their business model through franchising.

Mark is a frequent author on franchising topics for the Michigan Restaurant and Lodging Association's magazine and the Franchise Law Journal. He is also nationally recognized by publications such as "The Best Lawyers in America," "Super Lawyers," and is rated "AV" by Martindale-Hubbell –the highest possible rating.

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- Complex Commercial Litigation
- Representing Exclusively Franchisees, Dealers, and Distributors
- Law & Economics

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"What kind of society isn't structured on greed? The problem of social organization is how to set up an arrangement under which greed will do the least harm; capitalism is that kind of a system."

—Milton Friedman

Goldstein Law Firm



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- Trademark
- Real Estate
- Environmental
- Products Liability
- Toxic Tort

Karl J. Brandes

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Karl Brandes has assisted franchisors and franchisees as a trial lawyer since 1984 and as a mediator since 1992. His diverse trial lawyer and mediator experience includes state and federal court work in the following areas: petroleum marketing, retail, franchise and other trade regulation; trademark disputes; class actions; environmental; construction for engineer, architect, contractor and developer clients; condominium; ADA accessibility; professional liability for lawyer and engineer clients; non-compete agreement disputes; computer; personal injury, including insurance and self-insured defense; toxic tort; product liability; insurance coverage disputes; and real property, which includes extensive land use work. His experience as a mediator in state (where he is Supreme Court certified in Circuit Civil) and federal court is even more diverse and includes labor and employment disputes. Karl currently serves as the firm's Florida Pro Bono partner.

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Julie Lusthaus has been practicing franchise law for more than 22 years, representing both franchisors and franchisees. Services for franchisors include assisting with the development of franchise programs, corporate structuring, preparation and registration of FDDs, onboarding franchisees, compliance with franchise sales and relationship laws and ongoing operational issues. Julie also represents single unit and multi-unit franchisees as well as master franchisees, guiding them through franchise acquisitions and sales, real estate matters and disputes with franchisors. She has extensive experience assisting operators navigating the risks associated with multi-unit and multi-brand development.

Julie is a member of the Governing Committee of the ABA Forum on Franchising, is a past Director of the LADR Division of the ABA Forum on Franchising and was Program Co-chair for the 2018 ABA Franchise Forum. She 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. Julie is also a frequent speaker on franchise issues at events hosted by various organizations including the ABA, IFA, NYS Bar Association and WCBA.

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- Start up and Emerging Franchise Systems
- Franchise Registration and Compliance
- Mergers & Acquisitions
- Corporate Law

Manning, Fulton & Skinner, P.A.



Ritchie leads Manning Fulton's franchise practice, providing innovative strategic counsel to franchise systems through all phases of growing and protecting their brands.

Ritchie's clients benefit from his wealth of experience representing both sector-leading franchisors as well as innovating emerging concepts. From launching their franchise system to navigating a successful business sale, franchisors and multi-unit franchisees alike rely on his timely, practical counsel.

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- Corporate
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Leader, Franchise and Distribution Group. Canadian transactional attorney. Richard advises domestic, U.S. and international franchisors, licensors, manufacturers, and distributors on franchise, distribution and dealership matters. Richard also maintains an active financial services and corporate transactional practice. Member of the Legal and Legislative Affairs Committee of the Canadian Franchise Association and past executive of the Franchise Law Section of the Ontario Bar Association. Recognized in Best Lawyers and Lexpert as a repeatedly recommended attorney for franchise law. Recipient of the Martindale-Hubbell Client Champion Platinum Award. Richard was clerk to the Hon. R. Decary of the Federal Court of Appeal.

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- Commercial Litigation

Mullin Rybicki, PC

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Cheryl is the founding shareholder of Mullin Rybicki, PC, a full service commercial law firm located in the Dallas-Fort Worth area, and leads the firm's practice in areas of franchise, corporate, tax, intellectual property, and commercial litigation. In addition to "Legal Eagle" recognition, Cheryl has been recognized as one of the top franchise lawyers in *International Who's Who Franchise Lawyers* since 2013. She is AV-Rated by Martindale-Hubbell, has been selected by her peers as a Texas *Super Lawyer* since 2012, and has been selected for inclusion in the peer-rated *Best Lawyers in America* since 2007. Cheryl received her J.D. from Widener University School of Law in 1995 and her LL.M. (Taxation) from Southern Methodist University in 2013.



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- Commercial Litigation and Arbitration
- Employment Litigation and Arbitration
- Professional Liability

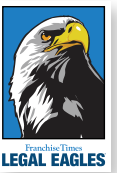
O'Hagan Meyer, PLLC

ohaganmeyer.com

Ari Stern, a co-founder of his firm's Franchise Law Practice Group, zealously advocates for franchise entities and other business clients in high-stakes, sensitive matters throughout the United States and internationally. He specializes in representing franchisors (two-tier and three-tier systems), master franchisees/regional franchisors, franchisees (multi-unit and single unit), and franchisee associations in a wide range of commercial and employment disputes.

Ari's cases often involve claims of unfair and deceptive acts and practices, bad faith, breach of contract, termination/non-renewal, and non-competition. Clients also retain Ari to negotiate and draft agreements, perform internal investigations, advise on risk management, and act as settlement counsel.

Ari is an active member of the American Bar Association – Forum on Franchising. He regularly presents and writes on franchise law issues.



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Practice Areas:

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- Business Law & Litigation
- Construction Litigation
- Intellectual Property
- Arbitration & Mediation

Preti Flaherty

preti.com

Tim Bryant advises franchisors nationwide in prosecution, defense, and resolution of disputes related to franchise regulatory, intellectual property, and business relationship issues. He has assisted numerous startup and existing franchise businesses with relationship agreements and disclosure/regulatory compliance. He is also a member of the American Arbitration Association's panel of arbitrators. Tim is repeatedly recognized by *Benchmark Litigation*, *Best Lawyers in America*, and *Chambers USA* for work in the areas of franchise law and commercial litigation.



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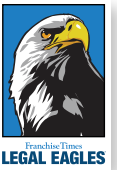
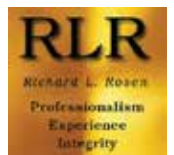
Practice Areas:

- Franchise Law
- Business Law
- Real Estate Matters
- Dispute Resolution (including Litigation, Arbitration and Mediation)

The Richard L. Rosen Law Firm, PLLC

richardrosenlaw.com

Richard L. Rosen has represented franchisors and franchisees in a wide range of business and legal matters for over 40 years. Mr. Rosen has formed and counseled franchisee associations and franchising entities and has mediated, arbitrated and litigated on their behalves. His Franchise clients have encompassed virtually all business areas. Mr. Rosen has written and lectured extensively on franchise issues. He is a founding member of the Franchising and Licensing Section of the New York State Bar Association and its immediate past Chairman, Chairman of the Fair Franchising Standards Committee of the AAFD, a member of the Steering Committee of the National Franchise Mediation Program and a member of the CPR Institute for Dispute Resolution Distinguished Panel of Neutrals. Richard is listed in the *International Who's Who of Franchise Lawyers* and the *International Who's Who of Business Lawyers*, *Chambers*, *Who's Who in America*, *Who's Who in American Law*, *Who's Who in the World*, *Best Lawyers in America*, *101 Best Franchise Lawyers in America* and *Charter Member of Franchise Lawyers Hall of Fame* (the Franchise Times), *Super Lawyers* and a variety of similar publications. In 2008 Richard was the recipient of the AAFD's Lifetime Achievement Award for his contributions to franchising and he has been honored by Lawyer Monthly as its Franchise Attorney of the Year in the USA. He received the Global 100 Award as Franchise Attorney of the Year in the USA. Richard and his firm were recently honored as International Franchise Law Firm of the Year by the Global Franchise Organization. In 2018, 2019 and 2020 Richard was named one of the 100 Best Attorneys in the World by LegalComprehensive.com



Pete Dosik

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- Transactional matters
- Real Estate
- M&A

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Pete Dosik is a leader in Atlanta's franchise law community as well as a sophisticated business law generalist. He is committed to providing clients with high-value, efficient, and practical legal service at a reasonable cost.

Drawing on his experience as in-house counsel at Church's Chicken® and Starwood Hotels, Pete develops in-depth knowledge of his clients' businesses and emphasizes practical methods to protect his clients while helping them achieve their goals.

Pete advises franchisors on how to establish, operate, and grow "best-in-class" franchise systems. He prepares Franchise Disclosure Documents and franchise agreements that incorporate best practices in franchising. He advises on domestic and international franchising, complying with federal and state franchise laws and regulations, dealing with franchisees, enforcing brand standards, terminating non-compliant franchisees, and resolving disputes.



Brad Shipe

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Practice Areas:

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- Trademarks & Patents
- Litigation, Arbitration, and Mediation

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For over 20 years, Brad Shipe has represented franchisors and franchisees in all phases of their relationship, including preparing disclosure documents, complying with state relationship laws, negotiating franchise agreements, offering counsel on transfers and terminations, and representing parties in lawsuits and alternative dispute resolution.

Brad also has extensive experience in trademark and patent law. He assists clients in developing, maintaining, and expanding their intellectual property portfolios by providing initial clearances, preparing registration and renewal filings, responding to office action letters, negotiating and enforcing co-existence agreements, and prosecuting and defending both opposition and cancellation proceedings and infringement lawsuits.



Meet the new class of Legal Eagles



While they might be freshmen, appearing on the list for the first time, this new class joins the ranks of Legal Eagles with serious franchise backgrounds. Whether they've been working in franchise law for years or recently came into the franchise world, each of these star lawyers puts clients first, gets to the business at hand and helps navigate the complex model for those clients and referring legal peers.

We couldn't possibly fit all the adulation from peers and clients for this massive new class of Legal Eagles, but here are a few shout-outs.

Aaron Blynn

“Aaron is a fighter for his clients. He looks at every argument from all angles. He is thorough and always prepared. His clients appreciate his hard work and effort, because it translates into positive results.”

—Nina Greene,
Genovese Joblove & Battista

Adam Wasch

“A consummate professional who has successfully guided my franchisor client through sophisticated issues while always timely and patiently communicating with the client. His

skills and judgment have proven, over time, to be superior. Lastly, he is a real gentleman of high character.”

—Joel Sklar, Evans Petree



▲ Aaron Blynn

Jeffrey Goldstein

“Jeffrey passionately advocates for the rights of franchisees and distributors. Oftentimes, he is all that stands between his clients and imminent termination. He is not only a highly skilled litigator, he is an excellent communicator and is able to distill vast amounts of information in a precise manner for judges and arbitrators.”

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April Mason

“April Mason is an outstanding franchise lawyer. She is our go-to franchise expert at Weil. She knows the market well, can harness a team to review a large quantity of franchise-related documents and gives focused, timely and commercial advice to our joint clients. She is a true pleasure to work with.”

—Shayla Harley,
Weil, Gotshal & Manges

Ben Reed

“Ben is a very experienced franchise litigator that has dedicated his career to representing franchisors in a broad swath of matters crossing many practice areas. His litigation acumen is beyond compare, and he is a prudent, practical and thoughtful attorney for his adoring clients.”

—Dan Oates,
Miller Nash Graham & Dunn

Hannah Fotsch

“Hannah is a bright and rising star in franchising and mergers and acquisitions. She is knowledgeable and provides her clients with well-reasoned advice that allows them to reach the best possible outcomes.”

—Charlene York, Worldwide Express

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Wasch Raines

Jeffrey Goldstein
Goldstein Law Firm

Richard Leblanc
Miller Thompson LLP

Andrew Matson
Spadea Lignana

Joseph Wasch
Wasch Raines

Aaron Blynn
Genovese Joblove & Battista

April Mason
Burr & Forman

Laura Nichols
Sotos LLP

Anna Thompson-Amadei
Sotos LLP

Ben Reed
Plave Koch PLC

Bonnie Wittenberg
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Beth Rosenthal
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Faegre Baker Daniels LLP

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Michael Rosenthal
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Ronald Coleman
Parker Hudson Rainer
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Trish Macaskill
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Brett Halsey
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Caroline Fichter
Bundy Law Firm

Diana Vilmenay
Polsinelli PC

Erin Johnsen
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Henry Pfutzenreuter
Larkin Hoffman Daly & Lindgren

Idan Erez
Hoffer Adler LLP

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- Adjunct Professor of Franchise Law, Case Western Reserve Law School, Cleveland

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Hall of Fame welcomes 4 members



This year, Franchise Times is welcoming four new members into the Hall of Fame. Each of these attorneys has been on the Legal Eagles list for 10 years, and will be joining the ranks of the best franchise attorneys in the industry. Congratulations to these illustrious individuals, and thanks for being an integral part of the franchise community.

Check out what peers of these Hall of Famers had to say about their colleagues:

Bethany Appleby

“Bethany is a highly experienced and excellent franchisor lawyer. She has a

rare combination of great litigation experience from 20-plus years at Wiggin & Dana, plus experience as a general counsel at Subway, one of the largest restaurant franchisors in the country. I refer matters to her. She operates at the top of this area of law.”

—Ron Coleman,
Parker Hudson Rainer & Dobbs

“Bethany brings loads of talent to the table. She knows the substantive area of franchise law like the back of one’s hand. She is very capable on her feet. What I like about her background is that she has served franchisors at a large firm, is doing so now at a small firm, and has been in-house (at Subway) where

she was the chief legal officer. My point: she has had a breadth of opportunities and that brings about great perspective.”

—Joseph Goode,
Laffey, Leitner & Goode



▲ Debi Sutin

Debi Sutin

“Debi is a consummate business lawyer with a strong skillset and depth of experience when it comes to franchising law. She assists franchisors with routine advice, and in structuring deals and related documents to provide franchisors with the maximum of protection against franchisee challenges.”

—W. Brad Hanna, McMillan



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Congratulations to Joseph Adler, Lloyd Hoffer and Idan Erez on being selected as 2021 Franchise Times Legal Eagles!



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“Debi is one of the leading franchise lawyers in Ontario. She has extensive experience in advising franchisors of all levels as well as franchisees. Excellent to work with and well respected by everyone.”

—Andrae Marrocco, McMillan

Chad Finkelstein

“Chad is one of my go-to transactional attorneys when I have cross-border matters with clients. His expertise in both cannabis and franchising and distribution matters makes him a vital resource for me with clients who are attempting to venture into this area. I have worked with him for nearly 14 years and trust him immensely.”

—Eleanor Gerhards, Fox Rothschild



▲ Chad Finkelstein

“Chad is a leader of the franchise bar in Canada and regularly assists my clients in the U.S. He’s a subject matter expert and a terrific attorney in the franchise space.”

—Andy Beilfuss, Quarles & Brady

Howard Bundy

“Howard is the best franchise lawyer in Washington and has a superb national reputation. We have steadily sought each other’s advice for the past 30 years and referred each other clients. He is active in the ABA Forum on Franchising.”

—Peter Lagarias, Franchise Law Advocates



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- Franchise & Corporate Transactions
- Franchise Dispute Resolution

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LEGAL EAGLES

Adam G. Wasch, a founding partner of Wasch Raines LLP, focuses his practice on representing startup and emerging franchise brands in all facets of franchise law including preparation of initial franchise disclosure documents and updates, state registrations, trademark registration and protection, general corporate structure, and dispute resolution. For franchisees, multi-unit owners, and area developers, Adam reviews disclosure documents and assists his clients with due diligence, negotiating the deal and leasing issues.

Adam chairs the firm's franchise litigation practice and actively represents both franchisors and franchisees in federal and state courts across the country and in arbitration. Adam has won judgments at trial for his clients on both the franchisor and franchisee side. Based in South Florida, Adam regularly consults international franchise investors and franchise business owners inbound into the U.S. from South American countries, Canada, the Caribbean and abroad.

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- Intellectual Property
- Real estate leases

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LEGAL EAGLES

Joe Wasch, a founding partner of Wasch Raines LLP, represents small and mid-size franchise companies, start-up franchisors, area representatives and multi-unit developers throughout the country. For the firm's franchisor clients, his focus includes preparing franchise disclosure documents and franchise agreements, and state registrations, and he provides advice on franchise development, regulatory compliance, and trademark, trade secret and copyright licensing and protection matters. Joe also consults with prospective franchisees and assists them in evaluating a franchise opportunity. He oversees the firm's commercial leasing department that reviews and negotiates leases for franchisees. Before entering private practice in 2007, Joe was general counsel to two franchise companies, and starting in 2007 he was outside general counsel to Tropical Smoothie Café for five years.

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Practice Areas:

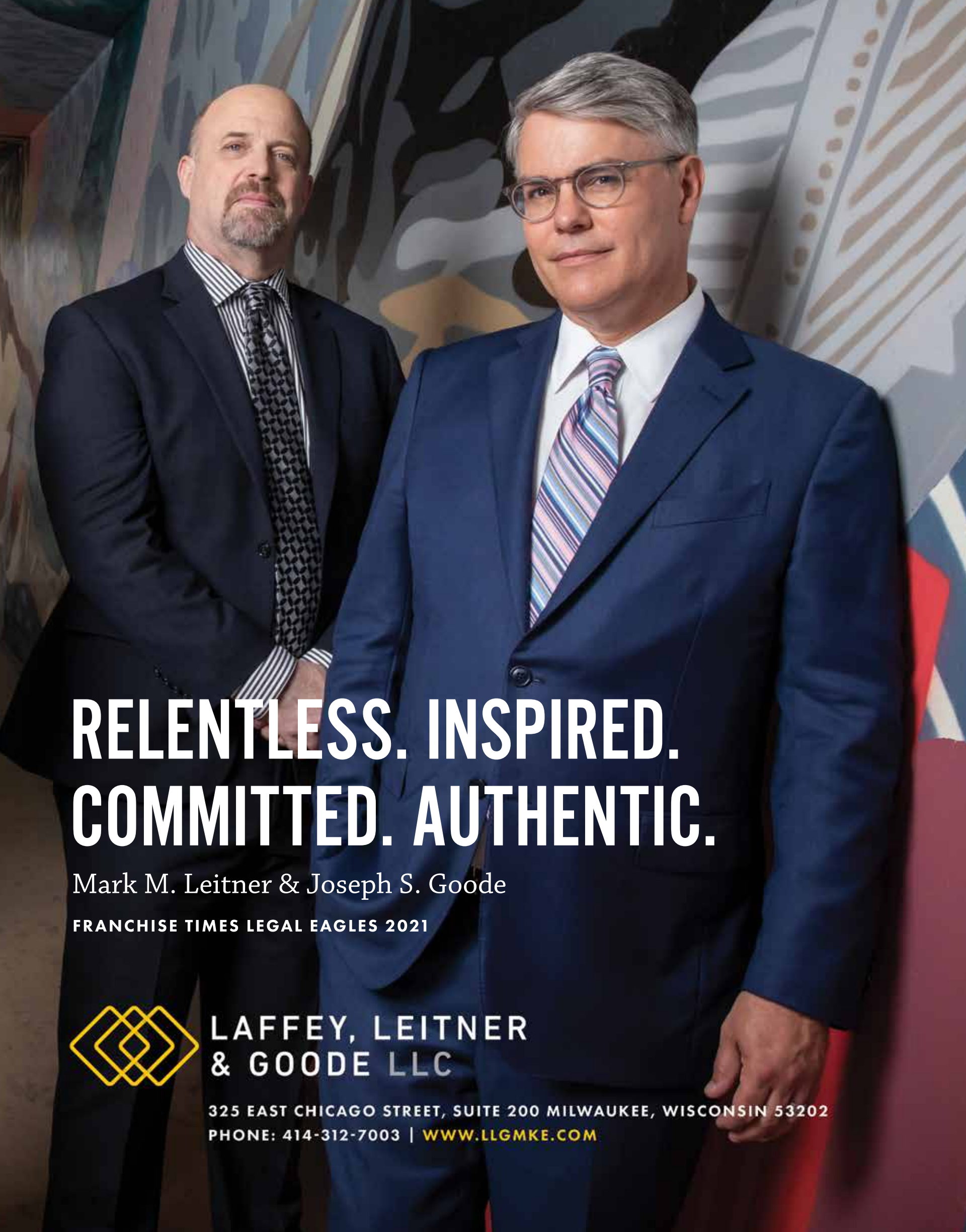
- Franchise & distribution
- Intellectual property
- Business transactions
- Real estate leases
- PPP loans

Whiteford Taylor & Preston L.L.P.*franbuslaw.com*

LEGAL EAGLES

David Cahn is in his 24th year of providing franchising legal services, often serving as outside general counsel for franchisors and franchisees. For franchisors, his focus includes creating and maintaining franchise disclosure documents and contracts; state registrations; trademark selection, protection and enforcement; and negotiation of agreements with franchisees and other parties. For franchisees, he primarily evaluates franchise opportunities and negotiations with their franchisor. David counsels franchisors and franchisees on resolving disputes and claims, and often represents buyers and sellers of closely held businesses. During the pandemic David has been a trusted advisor on COVID-19 and related matters, while assisting franchisees with PPP loans and restructuring obligations with creditors. He serves on the Membership Committee for the International Franchise Association, and leads IFA's Franchise Business Network for Maryland.

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A photograph of two men in business suits standing in front of a large, abstract, colorful painting. The man on the left is bald with a goatee, wearing a dark suit and a patterned tie. The man on the right has grey hair and glasses, wearing a blue suit and a striped tie. The background features bold, expressive brushstrokes in shades of blue, grey, and red.

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FRANCHISE TIMES LEGAL EAGLES 2021



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